

Stock Code : 4972

Tons:

TONS LIGHTOLOGY Inc. 2023 Annual Report

Notice to readers

This English-version annual report is a summary translation of the Chinese version and is not an official document of the shareholders' meeting. If there is any discrepancy between the English and Chinese versions, the Chinese version shall prevail.

Taiwan Stock Exchange Market Observation Post System:

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Annual Report is available at: <http://www.tonslight.com/tw>

Printed on April 30, 2024

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Contents

I. Letter to Shareholders	1
II. Company Profile	
2.1 Date of Incorporation.....	4
2.2 Company History	4
III. Corporate Governance Report	
3.1 Organization.....	10
3.2 Directors and Management Team.....	14
3.3 Implementation of Corporate Governance	35
3.4 Information Regarding the Company’s Audit Fee and Independence.....	101
3.5 Changes in Shareholding of Directors, Managers and Major Shareholders.....	104
3.6 Relationship among the Top Ten Shareholders.....	105
3.7 Ownership of Shares in Affiliated Enterprises.....	107
IV. Capital Overview	
4.1 Capital and Shares.....	108
4.2 Bonds.....	119
4.3 Global Depository Receipts	119
4.4 Employee Stock Options.....	120
4.5 Status of New Shares Issuance in Connection with Mergers and Acquisitions.	124
4.6 Financing Plans and Implementation.....	127
V. Operational Highlights	
5.1 Business Activities.....	128
5.2 Market and Sales Overview.....	144
5.3 Human Resources.....	155
5.4 Environmental Protection Expenditure.....	155
5.5 Labor Relations.....	156
5.6 Information communication security management.....	159
5.7 Important Contracts.....	161
VI. Financial Information	
6.1 Five-Year Financial Summary.....	161
6.2 Five-Year Financial Analysis.....	165
6.3 Audit Committee’s Report in the Most Recent Year.....	168
6.4 Consolidated Financial Statements for the Years Ended December 31, 2023 and Independent Auditors’ Report.....	169
6.5 Financial Statements for the Years Ended December 31, 2023 and Independent Auditors’ Report.....	169

VII. Review of Financial Conditions, Operating Results, and Risk Management

7.1 Analysis of Financial Status.....338
7.2 Analysis of Financial Performance.....340
7.3 Analysis of Cash Flow.....343
7.4 Major Capital Expenditure Items.....344
7.5 Investment Policy in Last Year, Main Causes for Profits or Losses,
Improvement Plans and the Investment Plans for the Coming Year.....344
7.6 Analysis of Risk Management.....347

VIII. Special Disclosure

8.1 Summary of Affiliated Companies.....358
8.2 Private Placement Securities in the Most Recent Years.....358
8.3 The Shares in the Company Held or Disposed of by Subsidiaries
in the Most Recent Years.....358
8.4 Other Matters Required to be Described.....359
8.5 During the most recent annual period and as of the printing datepm
of this Annual Report, upon any occurrence of matters specified
in Subparagraph 2 of Paragraph 2 of Article 36 of the Act which
would significantly affect the equities or securities prices.....359

I. Letter to Shareholders

Dear Shareholders,

First of all, TONS LIGHOLOGY Inc. would like to thank you for your continuing support throughout the year as well as your participation in the 2024 annual meeting of shareholders.

Global economic development and social stability of the year was affected negatively by the high interest rates, high inflation, less satisfactory economic performance of China in the post-pandemic period, added with global geopolitical confrontation, resulted in weak global demand for finished products and caused a sluggish economy in each country. Under the circumstance, the global economic performance had not been improved significantly in 2023. The economy is expected to grow steadily and slowly in 2024 along with the gradual ease of inflation recently and the US dollar interest rate soaring cycle coming to an end.

Facing the changing trends of global economy and coronavirus pandemic, the Company responded in a steady manner and continued the lean policy of the last few years, including substantially improving production efficiency internally, controlling costs, developing high value-added products, optimizing the quality of customers, and refining product portfolio. The Company for the sake of expanding operational efficiency had merged StrongLED Lighting Systems (Cayman) Co., Ltd. through a share conversion with new shares issued this year. The Company will be able to expand the application fields and market share for the products of the Group through the comprehensive integration of the resources of both parties. In terms of branding effort, the Company had won over many lighting engineering projects of Taiwan that had helped Tons Lightology Inc. secured a leading position in the lighting engineering of museum in Taiwan. The Company will continue this momentum to root in Taiwan's professional lighting market and to convey the experience to Chinese market in order to increase brand awareness. In addition, the Company will continue to enhance the working environment and employee benefits, and protect the stability of human resources so the Company can stay competitive while facing economic fluctuations and uncertainties externally.

Overall, the revenue of the company reduced in 2023 due to fierce market competition and changing environmental conditions such as inflation, and interest rate hikes. However, with the support of all shareholders and the efforts of all colleagues, the Company still maintains certain profit. We would like to show our appreciation for the support of the shareholders on behalf of the Board of Directors of the Company. The Company's 2023 business operation and 2024 operational plans are briefed as follows.

I. The 2023 business operation

(I) Operating plan results and operating income and expense

In 2023, the Company's individual and consolidated net operating revenue were NT\$599,465 thousand and NT\$811,933 thousand respectively,

decrease of 23.96% and 11.15% respectively compared with NT\$788,393 thousand and NT\$913,801 thousand in 2022. The Company's individual and consolidated net income after tax were the same as NT\$49,068 thousand, a decrease of 6.35% (NT\$3,326 thousand) compared with NT\$52,394 thousand in 2022.

(II) Profitability analysis

The Company's operating revenue in 2023 was less than that in 2022. The operating gross profit margin remained at the same level as last year, and the operating expenses increased due to mergers and acquisitions related expenses incurred, resulting in an operating profit and loss rate of -0.25%. The increase in non-operating income due to mergers and acquisitions had resulted in the after-tax consolidated net profit margin of 6.04%, representing an increase from the 5.73% in 2022.

(III) Research and development status

In 2023, the Company developed products and took out patents as follows. In terms of patents, obtained utility model patents for the installation structure of lamps, modular lamps, easy-to-install lamps, angle adjustable lamps, easy-assembly modular lamps, etc., and obtained design patents for track lamps and other designs.

In prospect, the Company will continue to research and develop forward-looking technology and innovative applications, to substantiate product design, and commercialize research and systematic production management in order to continue to promote the brand and deepen the Company's core competence and secure the leading position.

II. The 2024 business plan outline

(I) The important marketing policy and business policy

1. Products

- A. Continuing to strengthen indoor lighting products: Continue to complete indoor lighting products and invest in the development of low-cost light fixtures for meeting customer's needs due to the emerging of LED mass market.
- B. Continuing to expand outdoor lighting products: Continue to complete the development of outdoor lighting series in order to create the Company's future growth momentum.

2. Marketing:

- A. Promote green lighting and continue to develop new products.
- B. Enhance product value and maintain price competitiveness.
- C. Secure the existing market and develop emerging market with potentials.
- D. Participate in international exhibitions and commit to promote the Company's brand.

3. Production:

- A. Simplify product lines, use common parts, and build safety stock for the frequently used parts in order to shorten delivery lead time.
- B. Strengthen automated production, improve manufacturing processes, increase efficiency, and reduce the impact of rising labor cost.

(II) The Company's future development strategy

Continue the business model of OEM and branding. In terms of OEM business, continue to attract more big customers in Europe for cooperation currently. In terms of branding business, Due to our significant achievement in the cross-strait markets, more investment would be conducted in the Greater China Area in order to create a stable revenue source.

(III) The impact on the external competitive environment, regulatory environment, and the overall business environment

The global economy is expected to rebound, but the environmental law in each country is increasingly stringent, and takes into serious consideration of sustainable development issues added with the continuing increase of production cost in China and fluctuations in raw material prices have us faced severe challenges. We have come up with the following responsive measures for the challenges faced by us:

1. Recruit professionals, enhance management, and improve the Company's business strength.
2. Introduce external technologies, enhance research and development capabilities, and improve product value.
3. Meet customer needs with innovative brand and professional services.
4. Pay attention to changes in domestic and foreign policies and laws with responsive measures proposed in due course.
5. In accordance with the materiality principle, conduct risk assessments pertaining to company operations and establish the relevant risk management policy.

Chairman : TANG, SHIH-CHUAN

CEO : HUNG, CHIA-CHENG

CFO : WANG, CHIH-YUAN

II. Company Profile

2.1 Date of Incorporation: August 20, 1992

2.2 Company History

Year	Milestones
August 1992	TONS Enterprise Co., Ltd. was founded with the capital of NT\$5,000 thousand.
December 2000	The capital increased by NT\$15,000 thousand and the paid-in capital reached NT\$20,000 thousand.
June 2001	Zhongshan Titan Lighting Co., Ltd. was founded to manufacture lighting.
August 2003	High efficient HID products (CDM series) were developed.
August 2004	High efficient LED products were developed.
September 2005	Zhongshan Titan Lighting Co., Ltd. passed the certification of ISO9001.
September 2006	The capital increased by NT\$80,000 thousand and the paid-in capital reached NT\$100,000 thousand.
December 2006	The capital increased by NT\$40,000 thousand and the paid-in capital reached NT\$140,000 thousand.
January 2007	The ERP system was implemented to improve the business operation and the application of resources.
June 2007	The capital increased by NT\$10,000 thousand and the paid-in capital reached NT\$150,000 thousand.
July 2007	The factory of Zhongshan Titan Lighting Co., Ltd. was inaugurated.
August 2007	The capital increased by NT\$30,000 thousand and the paid-in capital reached NT\$180,000 thousand. The corporate investment was introduced.
August 2007	The Company was renamed TONS LIGHOLOGY Inc.
October 2007	Zhongshan Titan Lighting Co., Ltd. was owned by a holding company invested by the Company.
November 2007	The capital increased by NT\$10,000 thousand and the paid-in capital reached NT\$190,000 thousand.
March 2008	The Company moved into the new office building in Shulin City, Taipei County.
May 2008	LED products (LDC series) won Taiwan Excellence Award.
August 2008	The capital increased by NT\$26,600 thousand from earnings and NT\$2,900 thousand from employees' bonuses and the paid-in capital reached NT\$219,500 thousand.
January 2009	LED spotlights, recessed ceiling luminaires, track lights, and

Year	Milestones
	display lights won Taiwan Excellence Award.
June 2009	The product-high efficient track lights was subsidized by Industrial Development Bureau through the Conventional Industry Technology Development (CITD).
October 2009	The capital increased by NT\$10,975 thousand from earnings and NT\$525 thousand from employees' bonuses and the paid-in capital reached NT\$231,000 thousand.
July 2010	The product-LED table lamps was subsidized by Industrial Development Bureau through the Conventional Industry Technology Development (CITD).
September 2010	IPO was approved by Securities and Futures Bureau, Financial Supervisory Commission.
October 2010	ISO14001 certified.
December 2010	The short-form merger between the Company and Hongbo Investment Co., Ltd. was completed.
January 2011	The capital increased by NT\$20,000 thousand in cash and NT\$4,968 thousand from shares converted from employee stock option certificates and the paid-in capital reached NT\$255,968 thousand.
February 2011	The Company was listed at Taiwan emerging stock market.
May 2011	The Company participated in the Overseas Marketing Program for Taiwanese Branding Companies organized by Taiwan External Trade Development Council under authorization of Bureau of Foreign Trade, Ministry of Economic Affairs.
October 2011	The capital increased by NT\$15,358 thousand from earnings and NT\$724 thousand from employees' bonuses and the paid-in capital reached NT\$272,050 thousand.
November 2011	LED micro track system won 2012 iF Design Award.
December 2011	LED recessed ceiling luminaires, outdoor luminaires, LED micro track system, and table lamps won the 20th Taiwan Excellence Award.
January 2012	The capital increased by NT\$1,351 thousand from shares converted from employee stock option certificates and the paid-in capital reached NT\$273,401 thousand.
March 2012	LED micro track system won 2012 Red Dot Design Award.
April 2012	The Company was selected by Taiwan External Trade Development Council to set up the 2012 comprehensive brand management system under guidance.
May 2012	The capital increased by NT\$1,588 thousand from shares converted from employee stock option certificates and the paid-in capital reached NT\$274,989 thousand.
October 2012	The capital increased by NT\$16,499 thousand from earnings

Year	Milestones
November 2012	and NT\$695 thousand from employees' bonuses and the paid-in capital reached NT\$292,183 thousand. The capital increased by NT\$2,066 thousand from shares converted from employee stock option certificates and the paid-in capital reached NT\$294,249 thousand.
April 2013	DW-409R LED lights won 2013 iF Design Award. The capital increased by NT\$440 thousand from shares converted from employee stock option certificates and the paid-in capital reached NT\$294,689 thousand.
June 2013	The Company was listed at Taiwan stock exchange market on June 17. The capital increased by NT\$39,300 thousand in cash and the paid-in capital reached NT\$333,989 thousand.
August 2013	The capital increased by NT\$17,681 thousand from earnings and the paid-in capital reached NT\$351,670 thousand.
December 2013	The capital increased by NT\$198 thousand from shares converted from employee stock option certificates and the paid-in capital reached NT\$351,868 thousand. DW-202C LED recessed spotlights, BA-001M recessed reading lights, SA-8700 track lights, FA315A LED outdoor spotlights, and DG-150C LED recessed ceiling luminaires won the 22nd Taiwan Excellence Award.
March 2014	DW-303 won 2014 Red Dot Design Award.
May 2014	The capital increased by NT\$588 thousand from shares converted from employee stock option certificates and the paid-in capital reached NT\$352,456 thousand.
August 2014	The capital increased by NT\$10,573 thousand from earnings and the paid-in capital reached NT\$363,029 thousand.
December 2014	The capital increased by NT\$3,950 thousand from shares converted from employee stock option certificates and the paid-in capital reached NT\$366,979 thousand.
March 2015	The capital increased by NT\$500 thousand from shares converted from employee stock option certificates and the paid-in capital reached NT\$367,479 thousand.
April 2015	The capital increased by NT\$2,130 thousand from shares converted from employee stock option certificates and the paid-in capital reached NT\$369,609 thousand.
July 2015	Hongbo Investment Co., Ltd. was established. The capital increased by NT\$11,088 thousand from earnings and the paid-in capital reached NT\$380,698 thousand.
November 2015	The capital increased by NT\$680 thousand from shares

Year	Milestones
	converted from employee stock option certificates and the paid-in capital reached NT\$381,378 thousand.
	TONS LIGHOLOGY Inc. Hong Kong Branch was founded to sell lighting products.
December 2015	DG-984S(C18) LED square recessed luminaires, DD-982S(C7) LED square recessed luminaires, SA513C/BH513C LED lights, SA8200-D/SA8500-D/SA8700-D LED track lights, DA-922R(C12) LED recessed luminaires, and SA-501H KIT micro track system won the 24th Taiwan Excellence Award.
March 2016	The capital increased by NT\$802 thousand from shares converted from employee stock option certificates and the paid-in capital reached NT\$382,180 thousand. RA-501R mini display spotlight won the 2016 Red Dot Design Award.
April 2016	SA-501H KIT won the 24th Taiwan Excellence Silver Award.
August 2016	The capital increased by NT\$7,644 thousand from earnings and the paid-in capital reached NT\$389,824 thousand.
November 2016	The capital increased by NT\$865 thousand from shares converted from employee stock option certificates and the paid-in capital reached NT\$390,689 thousand.
December 2016	SH-523C asymmetric track lights, SA-8500-D+Beveled Cover/SA-8500-D+Cover track lights, DW-301Q LED recessed spotlights, RA-771R display spotlights, and RA-501R/RA-501S display spotlights won the 25th Taiwan Excellence Award.
January 2017	Shanghai TONS LIGHOLOGY Inc. was founded to sell lighting products.
March 2017	The capital increased by NT\$3,487 thousand from shares converted from employee stock option certificates and the paid-in capital reached NT\$394,176 thousand.
August 2017	The capital increased by NT\$3,942 thousand from earnings and the paid-in capital reached NT\$398,118 thousand.
December 2017	SA-4500B LED zoomable track lighting won the 26th Taiwan Excellence Award.
March 2018	The capital increased by NT\$830 thousand from shares converted from employee stock option certificates and the paid-in capital reached NT\$398,948 thousand.
January 2019	The capital increased by NT\$680 thousand from shares converted from employee stock option certificates and the paid-in capital reached NT\$399,628 thousand.
March 2019	The capital increased by NT\$780 thousand from shares

Year	Milestones
	converted from employee stock option certificates and the paid-in capital reached NT\$ 400,408 thousand.
November 2019	The capital increased by NT\$ 845 thousand from shares converted from employee stock option certificates and the paid-in capital reached NT\$ 401,253 thousand.
March 2020	The capital increased by NT\$ 1,280 thousand from shares converted from employee stock option certificates and the paid-in capital reached NT\$ 402,533 thousand.
August 2020	The capital decreased by NT\$ 6,000 thousand from the cancellation of stock repurchase and the paid-in capital reached NT\$ 396,533 thousand.
November 2020	The capital increased by NT\$ 190 thousand from shares converted from employee stock option certificates and the paid-in capital reached NT\$ 396,723 thousand.
March 2021	The capital increased by NT\$ 2,893 thousand from shares converted from employee stock option certificates and the paid-in capital reached NT\$ 399,616 thousand.
August 2021	The capital increased by NT\$ 2,000 thousand from shares converted from employee stock option certificates and the paid-in capital reached NT\$ 401,616 thousand.
November 2021	The capital increased by NT\$ 415 thousand from shares converted from employee stock option certificates and the paid-in capital reached NT\$ 402,031 thousand.
March 2022	The capital increased by NT\$ 1,690 thousand from shares converted from employee stock option certificates and the paid-in capital reached NT\$ 403,721 thousand.
May 2022	The capital decreased by NT\$ 10,000 thousand from the cancellation of stock repurchase and the paid-in capital reached NT\$ 393,721 thousand.
January 2023	The capital increased by NT\$ 502 thousand from shares converted from employee stock option certificates and the paid-in capital reached NT\$ 394,223 thousand.
March 2023	The capital increased by NT\$ 733 thousand from shares converted from employee stock option certificates and the paid-in capital reached NT\$ 394,956 thousand.
April 2023	The Company obtains the top 5% ranking of 9th corporate governance evaluation.
October 2023	The Company and StrongLED Lighting Systems (Cayman) Co., Ltd. completed the share conversion on October 31, 2023 with 100% shares obtained by the Company.
December 2023	The Company issued new shares for an amount of NT\$183,895 thousand for share conversion, exchanging 1

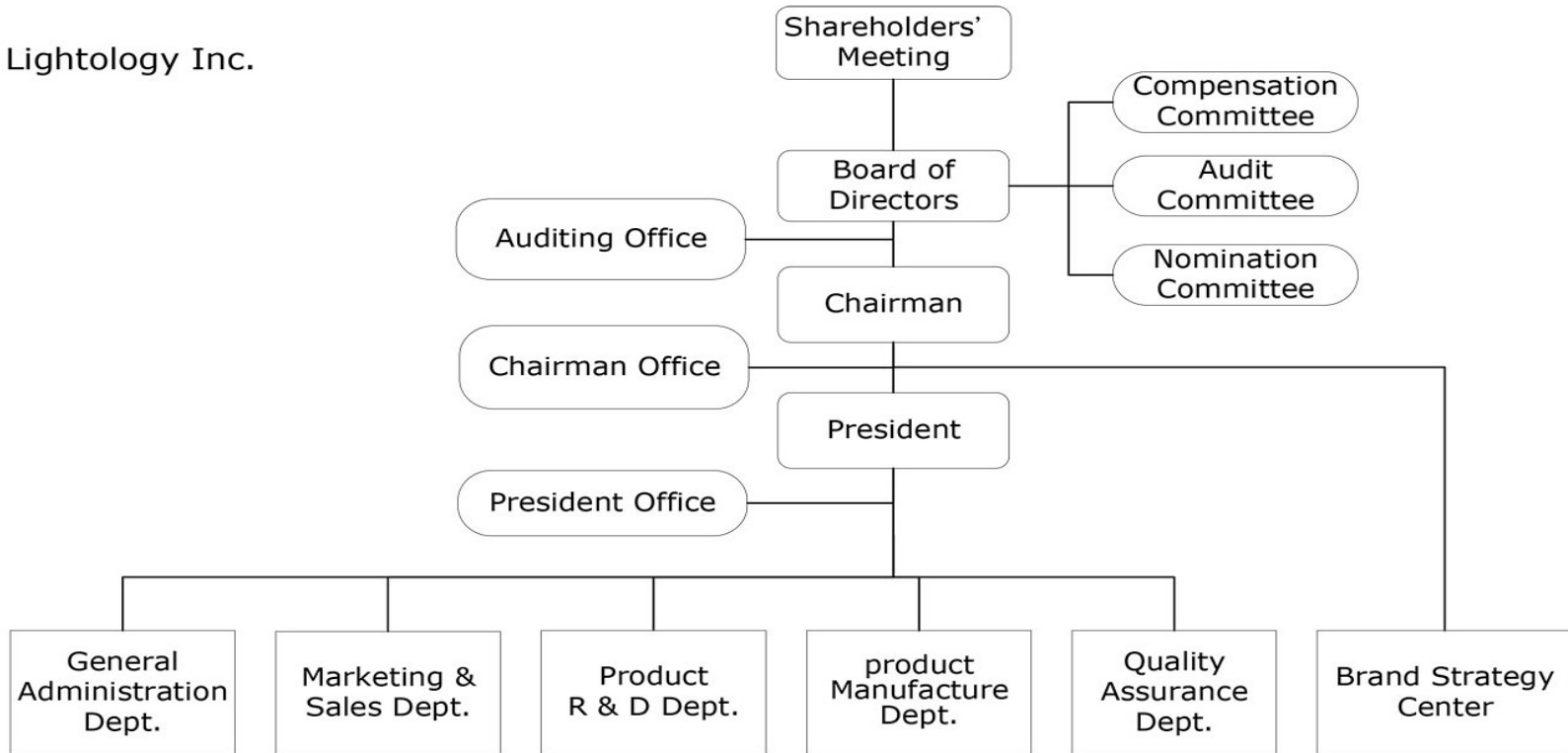
Year	Milestones
February 2024	<p data-bbox="616 232 1437 360">common stock share of the company for 1.72 common stock shares of StrongLED with paid-in capital for NT\$578,851 thousand collected.</p> <p data-bbox="616 360 1437 490">The capital increased by NT\$1,115 thousand from shares converted from employee stock option certificates and the paid-in capital reached NT\$579,966 thousand.</p>

III. Corporate Governance Report

3.1 Organization

3.1.1 Organizational Chart

Tons Lightology Inc.



3.1.2 Major Corporate Functions

Department	Primary Functions
Auditing Office	<ul style="list-style-type: none"> -to audit all business execution circumstances of each unit, the sales, purchasing, production, payroll, finance, fixed assets, investments, computer and research and development affairs. -to recommend for improving internal controls, internal audit and other related matters.
Chairman Office	<ul style="list-style-type: none"> -to assist in Board Meeting related issues. -to perform routine tasks assigned by Chairman.
President Office	<ul style="list-style-type: none"> -Collect all kinds of business intelligence, analysis of industry trends, trends for decision making, and a variety of programs to assist program. -to establish the company management system, to assess the operational management and integration of the various departments plan to ensure business objectives of reaching. -Set up company operating principle and track management indicators.
General Administration Dept.	<p>HR and general administration section:</p> <ul style="list-style-type: none"> -Review and advice to modify the company's organization structure, rules of personnel management, and other important human resource matters. -Plan and implement human resource policies to reduce relevant risks and maintain employee relationship. -Handle the affairs of general services and legal affairs. <p>IT section:</p> <ul style="list-style-type: none"> -Cope with all affairs relating to information operation system, office automation, internal and external website applications and information security to the needs of operation.

Department	Primary Functions
	<p>Accounting & financial section:</p> <ul style="list-style-type: none"> -Handle all accounting matters including the costs, accounts, taxation to ensure management efficiency of the company's operation, and adherence of related accounting regulations to reduce company operation risks. -Responsible for operational financial strategy, investment strategy, financial management and strategy, dividend strategy as well as investor relationship in order to minimize financial exposure, uphold financial opportunity and maximize shareholders' best interest.
Marketing & Sales Dept.	<p>responsible for all affairs as follows:</p> <ul style="list-style-type: none"> -Commodity management, planning, design and promotion. -to develop new product specifications, assess the feasibility of the development, and take control of the schedule of the development. -Development of product marketing strategy and pricing strategy. -perform market and product trends surveys. -Set up annual business operating goals and plans. -ODM and OEM product sales plan and execute the project.
Product R & D Dept.	<ul style="list-style-type: none"> -Responsible for the development and commercialization of the research project of the new products. -R & D project integration and management. -Plan for Intellectual Property Development.
Product Manufacture Dept.	<ul style="list-style-type: none"> -Responsible for the operation of logistics supplies, including procurement, materials management and production scheduling and other matters. - Responsible for all product manufacturing. - Control the manufacturing yield and the production planning to achieve all goals of efficiency.

Department	Primary Functions
	<ul style="list-style-type: none"> -Production coordination of manufacturing resources and complete shipment targets. -Implement the quality management system to ensure the product quality and meet customer needs.
Quality Assurance Dept.	<ul style="list-style-type: none"> -Responsible for establishing quality control systems, follow up and deal with a variety of quality issues. -Improve the reliability of the product quality and thus enhance product quality -Responsible for the implementation of ISO system, IQC management and product management of IPQC and OQC. -Pursue and implement education and training related to QA management system and quality system of planning. -lead internal audit activities and external certification oversight and supervise effectiveness of the implementation of TQM
Brand Strategy Center	<p>In charge of the affairs as follows:</p> <ul style="list-style-type: none"> -own-brand strategy development and execution of marketing plans -own-brand product planning and market analysis -lighting design and technical application support -own-brand product sales and promotion

3.2 Directors and Management Team

3.2.1 Directors

03 31, 2024

Title	Nationality/ Country of Origin	Name	Gender/ Age	Date Elected	Term (Years)	Date First Elected	Shareholding when Elected		Current Shareholding		Spouse & Minor Shareholding		Shareholding by Nominee Arrangement		Experience (Education)	Other Position	Executives, Directors or Supervisors who are spouses or within two degrees of kinship		
							Shares	%	Shares	%	Shares	%	Shares	%			Title	Name	Relation
Chairman	R.O.C.	TANG SHIH-CH UAN	Male / 51~60	05 25,2023	3	08 14, 1992	3,535,633	8.95%	3,535,633	6.10%	1,693,106	2.92%	-	-	Oriental Institute of Technology / Dept. of Clothes Manufacturing Tons Lightology Inc. / Founder Tons Lightology Inc. Concurrent R&D Director Titan Lighting Co., Ltd. / Chairman ZhongshanTons Lighting Co., Ltd. / Chairman World Extend Holding Inc. / Director Greatsuper Technology Ltd. / Director Hong-Bo investment Co., Ltd. / Chairman Luminous Holding Incorporated/ Director Shanghai Tons Lightology Co., Ltd./ Chairman StrondLED Lighting Systems (Cayman) Co., Ltd / Director Mentality International Corp. / Director StrongLED Lighting Systems (Suzhou) Co., Ltd. / Chairman & GM Shanghai Grand Canyon LED Lighting Systems Co., Ltd. / Director & GM	-	-	-	

Title	Nationality/ Country of Origin	Name	Gender/ Age	Date Elected	Term (Years)	Date First Elected	Shareholding when Elected		Current Shareholding		Spouse & Minor Shareholding		Shareholding by Nominee Arrangement		Experience (Education)	Other Position	Executives, Directors or Supervisors who are spouses or within two degrees of kinship		
							Shares	%	Shares	%	Shares	%	Shares	%			Title	Name	Relation
Director	R.O.C.	HUNG, CHIA-CH ENG	Male / 51~60	05 25,2023	3	03 08,2002	1,107,881	2.81%	1,125,381	1.94%	253,131	0.44%	-	-	Kainan Vocational High School / Dept. of Electronic Engineering Tons Lightology Inc. / Senior Executive Vice President	Tons Lightology Inc. / G.M. Titan Lighting Co., Ltd. / Director & G.M. ZhongshanTons Lighting Co., Ltd. / Director & G.M. Hong-Bo Investment Co., Ltd. / Director Shanghai Tons Lightology Co., Ltd / Director	-	-	-
Director	R.O.C.	CHEN, MING-HS IN	Male / 61~70	05 25,2023	3	05 26,2017	-	-	-	-	-	-	-	-	Bachelor of Accounting, National Chengchi University Doctor of Business Administration, Nankai University Taiwan Stock Exchange- Listing Review and Chief Accountant Hung Mao Technology Co., Ltd.- President	Fu Burg Industrial Co., Ltd. / Director	-	-	-

Title	Nationality/ Country of Origin	Name	Gender/ Age	Date Elected	Term (Years)	Date First Elected	Shareholding when Elected		Current Shareholding		Spouse & Minor Shareholding		Shareholding by Nominee Arrangement		Experience (Education)	Other Position	Executives, Directors or Supervisors who are spouses or within two degrees of kinship		
							Shares	%	Shares	%	Shares	%	Shares	%			Title	Name	Relation
Director	R.O.C.	HSIAO, CHEN-CHI	Male / 61~70	05 25,2023	3	05 28,2020	25,250	0.06%	25,250	0.04%	-	-	-	-	EMBA, Feng Chia University PwC Taiwan / Partner Puh Co.,Ltd.xxx	Honmyue Enterprise Co. Ltd. / Independent Director, Audit Committee Member and Remuneration Committee Member United Recommend International Co., Ltd./ Independent Director, Audit Committee Member and Remuneration Committee Member Horizon Securities Co., Ltd./ Independent Director , Audit Committee Member ,and Remuneration Committee Member ,Risk Management Committee Member Yao I Fabric Co., Ltd. / Independent Director , Audit Committee Member ,and Remuneration Committee Member Plum-Monix Industry Co., Ltd./ Director Ruopu Construction and Development Co., Ltd. / Supervisor Yeong Chin Machinery Industries Co. Ltd. / Supervisor Dah Lih Puh Co., Ltd. / Supervisor	-	-	-

Title	Nationality/ Country of Origin	Name	Gender/ Age	Date Elected	Term (Years)	Date First Elected	Shareholding when Elected		Current Shareholding		Spouse & Minor Shareholding		Shareholding by Nominee Arrangement		Experience (Education)	Other Position	Executives, Directors or Supervisors who are spouses or within two degrees of kinship		
							Shares	%	Shares	%	Shares	%	Shares	%			Title	Name	Relation
Independent Director	R.O.C.	CHOU, LIANG-C HENG	Female / 51~60	05 25,2023	3	05 26,2017	-	-	-	-	-	-	-	-	Bachelor of Laws, Fu Jen Catholic University Rootlaw Firm- Attorney Li Cheng Law Firm- Attorney Xin Fu International Law Firm- Attorney Jia Hua Attorneys-At-Law Firm,- Attorney	Jia Hua Attorneys-At-Law Firm, / Founding Attorney Shih-Kuen Plastics Co., Ltd. / Independent Director , Audit Committee Member ,and Remuneration Committee Member Chenming Electronic Tech Corp./ Independent Director , Audit Committee Member ,and Remuneration Committee Member Addcn Technology Co., Ltd / Director	-	-	-
Independent Director	R.O.C.	LEE, SHYH-C HIN	Male / 71~80	05 25,2023	3	05 28,2020	-	-	-	-	-	-	-	-	Master in Management Science, National Chiao Tung University Chunghwa Precision Test Tech. Co., Ltd. / Chairman Chunghwa Telecom / Vice President of Finance Chunghwa Investment Co., Ltd. / President, Chairman	Chunghwa Telecom / Consultant	-	-	-
Independent Director	R.O.C.	CHOU, TSUNG- NAN	Male / 61~70	05 25,2023	3	05 25,2023	-	-	-	-	-	-	-	-	Bachelor of Accounting, Tunghai University Everlight Electronics., Ltd. / Assistant Vice President Tons Lightology Inc. / CFO	Khgears International Limited / Independent Director , Audit Committee Member ,and Remuneration Committee Member Edison Opto Corporation / Independent Director , Audit Committee Member ,and Remuneration Committee Member	-	-	-

Professional qualifications and independence analysis of directors

04 30, 2024

Name \ Criteria	Professional Qualification and Work Experience (Note1)	Independence Criteria(Note2)	Number of Other Public Companies in Which the Individual is Concurrently Serving as an Independent Director
TANG, SHIH-CHUAN	Professionalism in Optoelectronics Industry with ability in operational management and leadership decision-making. Founder of the Company.	-	0
HUNG, CHIA-CHENG	Professionalism in Optoelectronics Industry with ability in operational management and leadership decision-making. President of the Company.	-	0
CHEN, MING-HSIN	Expertise in financial securities and investment. Served as the accountant in charge of the Taiwan Stock Exchange and president of Hung Mao Tech.	-	0
HSIAO, CHEN-CHI	Certified public accountant with a specialty in auditing and taxation. Previous partner of PwC Taiwan.	-	4
CHOU, LIANG-CHENG (Independent Director)	Certified attorney with specialty in asset management. Currently the attorney in charge at Jia Hua Attorneys-At-Law Firm. Not under the circumstances prescribed in Article 30 of Company Act.	<ol style="list-style-type: none"> 1. Not a person, spouse, relative within the second degree of kinship acting as the director, supervisor or employee of the Company or affiliated enterprise. 2. The person, spouse, or relative within the second degree of kinship does not hold company shares. 3. The person does not act as the director, supervisor or employee of an affiliated enterprise with specific relation with the Company. 4. Not a professional who provides commercial, legal, financial, accounting, or other related services with compensation with the past two years to the Company or affiliated enterprise. 	2

Name	Criteria	Professional Qualification and Work Experience (Note1)	Independence Criteria(Note2)	Number of Other Public Companies in Which the Individual is Concurrently Serving as an Independent Director
LEE, SHYH-CHIN (Independent Director)		Expertise in business, finance, and accounting professionalism with information and communication industries. Served as Vice President of Finance in Chunghwa Telecom and Chairman of CHPT. Not under the circumstances prescribed in Article 30 of Company Act.	<ol style="list-style-type: none"> 1. Not a person, spouse, relative within the second degree of kinship acting as the director, supervisor or employee of the Company or affiliated enterprise. 2. The person, spouse, or relative within the second degree of kinship does not hold company shares. 3. The person does not act as the director, supervisor or employee of an affiliated enterprise with specific relation with the Company. 4. Not a professional who provides commercial, legal, financial, accounting, or other related services with compensation with the past two years to the Company or affiliated enterprise. 	0
CHOU, TSUNG-NAN (Independent Director)		Expertise in business, finance, and accounting professionalism with Optoelectronics Industry. Served as Assistant Vice President of Everlight Electronics Ltd.. and CFO of Tons Lightology Inc. Not under the circumstances prescribed in Article 30 of Company Act.	<ol style="list-style-type: none"> 1. Not a person, spouse, relative within the second degree of kinship acting as the director, supervisor or employee of the Company or affiliated enterprise. 2. The person, spouse, or relative within the second degree of kinship does not hold company shares. 3. The person does not act as the director, supervisor or employee of an affiliated enterprise with specific relation with the Company. 4. Not a professional who provides commercial, legal, financial, accounting, or other related services with compensation with the past two years to the Company or affiliated enterprise. 	2

Note: 1. Professional qualification and experience: Describe the professional qualification and experience of individual director and supervisor. For member of Audit Committee with expertise in accounting or finance, describe their background in accounting or finance and work experience. Additionally, explain if the

person is free from the circumstances prescribed under Article 30 of Company Act.

2. Describe conformance of independence required for independent director, including but not limited to if the person, spouse, and relative within the second degree of kinship serving as the director, supervisor, or employee of the Company and affiliated enterprise. The company shares and weight held by the person, spouse, and relative within second degree of kinship (or using other's name). Does the person serve as the director, supervisor or employee to the affiliated company with special relation to the Company (refer to Article 3, paragraph 1 and provisions 5~8 of Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies). The person provides compensation to the Company or affiliated enterprise within the past two years by providing commercial, legal, financial, or other related services.

Diversification and Independence of Board of Directors

(1) Diversification of Board of Directors: The “Corporate Governance Best Practice Principles” of the Company is listed below and has implemented the following diversification guidelines. The composition of members of the Board of Directors shall be equipped with the knowledge, skills and qualities required for executing the tasks, who are not restricted by sex, age, nationality, culture, and other basic conditions, value and professional background, professional skills, and industry experience, as a result of diversification. The members of the 11th Board of Directors specialize in different professional domain, including optoelectronic industry, investment securities, audit and taxation, asset management, information and communication industry, law, financial accounting, managerial operation, and decision-making, with one female serving as the director, meeting the corporate objectives of director diversification.

Implementation of Diversification of Members of Board of Directors

Core Diversified Items Name	Gender	Age	Term of Independent Directors	As an employee of the company	Operating and Management	Leadership and Decision-making	Industry Knowledge	Financial Accounting	Legal Affairs
TANG, SHIH-CHUAN	M	51-60		√	√	√	Optoelectronics industry		
HUNG, CHIA-CHENG	M	51-60		√	√	√	Optoelectronics industry		
CHEN, MING-HSIN	M	61-70			√	√	Investment securities	√	
HSIAO, CHEN-CHI	M	61-70			√	√	Audit & Tax Consultation	√	
CHOU, LIANG-CHENG	F	51-60	3				Asset management		√
LEE, SHYH-CHIN	M	71-80	2		√	√	Information and Communication Technology	√	
CHOU, TSUNG-NAN	M	61-70	1		√	√	Optoelectronics industry	√	

(2) Board of Directors Independence: The Company sets up independent directors and all directors in the ratio of 3:7, in accordance with the Articles of Incorporation. The three independent directors do not hold shares of the Company and have acquired Statement of Independent Director. The content of statement includes the provisions under Article 3 of “ Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.” None of the member of Board of Directors is the spouse or relative with second degree of kinship and therefore have not violated the incidents provisions under item 3 of Article 26-3 of Securities and Exchange Act (No more than majority of directors are spouses or relatives of second degree kinship).

3.2.2 Management Team

03 31, 2024

Title	Nationality/ Country of Origin	Name	Gender	Date Effective	Shareholding		Spouse & Minor Shareholding		Shareholding by Nominee Arrangement		Experience (Education)	Other Position	Managers who are Spouses or Within Two Degrees of Kinship		
					Shares	%	Shares	%	Shares	%			Title	Name	Relation
General Managem ent	R.O.C	HUNG, CHIA-CHE NG	male	08 01,2020	1,125,381	1.94%	253,131	0.44%	-	-	Kainan Vocational High School / Dept. of Electronic Engineering Tons Lightology Inc. / Senior Excutive Vice President	Titan Lighting Co., Ltd. / Director & G.M. ZhongshanTons Lighting Co., Ltd. / Director & G.M. Hong-Bo Investment Co., Ltd. / Director Shanghai Tons Lightology Co., Ltd / Director	-	-	-
Senior Vice General Managem ent	R.O.C	HU, CHEN-KU ANG	male	08 01,2008	196,375	0.34%	-	-	-	-	WuFeng University/Department of Digital Electronics TUV Rheinland Co., Ltd./Vice President TUV Rheinland Taiwan Manager Phihong Technology Co., Ltd./Deputy Manager	Titan Lighting Co., Ltd. / Senior Vice General Management	-	-	-
Vice General Managem ent / Director of Corporate Governan ce	R.O.C	WANG, CHIH-YUAN	male	08 01,2008	551,600	0.95%	-	-	-	-	Chung Yuan Christian University/Department of Accounting Evervision Electronics Co., Ltd./Manager U-Tech Media Corporation/Senior Manager Everlight Electronics., Ltd./Section Head Sampo Inc./Section Head	Titan Lighting Co., Ltd. / Assistant Vice President of Accounting & Financial Dept. Hong-Bo Investment Co., Ltd. /Supervisor Shanghai Tons Lightology Co., Ltd/Supervisor Elit Fine Ceramics Co., Ltd/ Supervisor StrondLED Lighting Systems (Cayman) Co., Ltd / Director StrongLED Lighting Systems (Suzhou) Co., Ltd. / Supervisor Shanghai Grand Canyon LED Lighting	-	-	-

Title	Nationality/ Country of Origin	Name	Gender	Date Effective	Shareholding		Spouse & Minor Shareholding		Shareholding by Nominee Arrangement		Experience (Education)	Other Position	Managers who are Spouses or Within Two Degrees of Kinship		
					Shares	%	Shares	%	Shares	%			Title	Name	Relation
												Systems Co., Ltd. / Supervisor			
R&D Director	R.O.C	TANG, SHIH-CHU AN	male	05 01,2008	3,535,633	8.95%	1,221,013	3.09%	-	-	Oriental Institute of Technology / Dept. of Clothes Manufacturing Tons Lightology Inc. / Founder	Tons Lightology Inc. Concurrent R&D Director Titan Lighting Co., Ltd. / Chairman ZhongshanTons Lighting Co., Ltd. / Chairman World Extend Holding Inc. / Director Greatsuper Technology Ltd. / Director Hong-Bo investment Co., Ltd. / Chairman Luminous Holding Incorporated/ Director Shanghai Tons Lightology Co., Ltd./ Chairman StrondLED Lighting Systems (Cayman) Co., Ltd / Director Mentality International Corp. / Director StrongLED Lighting Systems (Suzhou) Co., Ltd. / Chairman & GM Shanghai Grand Canyon LED Lighting Systems Co., Ltd. / Director & GM	-	-	-
Assistant Vice President of Research and Developm ent Dept.	R.O.C	KUO, CHING-HS ING	male	09 01,2012	302,374	0.52%	-	-	-	-	Nan Jeon University of Science and Technology/Department of Electronics QUATEK CO., LTD./R&D Manager Guo Xuan Industrial Co., Ltd./Manager	Titan Lighting Co., Ltd. / Assistant Vice President of Research and Development Dept.	-	-	-

Title	Nationality/ Country of Origin	Name	Gender	Date Effective	Shareholding		Spouse & Minor Shareholding		Shareholding by Nominee Arrangement		Experience (Education)	Other Position	Managers who are Spouses or Within Two Degrees of Kinship		
					Shares	%	Shares	%	Shares	%			Title	Name	Relation
Assistant Vice President of Chairman office	R.O.C	CHAN, YI-CHEN	male	09 01,2012	437,214	0.75%	-	-	-	-	Ming Chuan University/Graduate Institute of Finance Horizon Securities/Assistant Vice President	Titan Lighting Co., Ltd. / Assistant Vice President of Chairman office Shanghai Tons Lightology Co., Ltd / Director StrondLED Lighting Systems (Cayman) Co., Ltd / Director StrongLED Lighting Systems (Suzhou) Co., Ltd. / Director	-	-	-
Assistant Vice President of Oversea sales Dept.	R.O.C	KUO, CHUNG-T SU	male	09 01,2012	11,000	0.02%	-	-	-	-	National Central University/Department of Mechanical Engineering Drexel University(USA) MBA Shanghai Cheng Xin Electronics Company/Business Manager Dongguan BESDATA Company/Business Manager SPACIOUS INDUSTRIAL CO., LTD./Assistant Vice President	Titan Lighting Co., Ltd. / Assistant Vice President of Sales Dept.	-	-	-
Assistant Vice President of Grand China Sales Dept.	R.O.C	HUNG, YAO-YANG	male	10 01,2013	324,123	0.56%	10,100	0.02%	-	-	National Yuanlin Agricultural and Industrial Vocational High School/Department of Animal Husbandry TOPTRONIC INDUSTRIAL CO., LTD./Factory Manager CHAO-SHENG TEXTILE CO., LTD./QA Manager	Zhongshan Tons Lighting Co., Ltd. / Assistant Vice President of Sales Dept. Titan Lighting Co., Ltd. / Supervisor	-	-	-
Assistant Vice	R.O.C	CHANG CHUNG-	male	11 01,2023	700,000	1.21%	200,000	0.34%	-	-	Department of Economics,	StrongLED Lighting Systems (Suzhou) Co.,	-	-	-

Title	Nationality/ Country of Origin	Name	Gender	Date Effective	Shareholding		Spouse & Minor Shareholding		Shareholding by Nominee Arrangement		Experience (Education)	Other Position	Managers who are Spouses or Within Two Degrees of Kinship		
					Shares	%	Shares	%	Shares	%			Title	Name	Relation
President		WEI									National Cheng Kung University StrongLED Lighting Systems (Suzhou) Co., Ltd. / Director	Ltd. / Director and Vice General Management			

3.2.3 Remuneration of Directors, President, and Vice President

Remuneration of Directors

Unit: NT\$ thousands

Title	Name	Remuneration								Ratio and Total Remuneration (A+B+C+D) to Net Income (%)		Relevant Remuneration Received by Directors Who are Also Employees								Ratio and Total Compensation (A+B+C+D+E+F+G) to Net Income (%)		Compensation Paid to Directors from an Invested Company Other than the Company's Subsidiary or Parent Company
		Base Compensation (A)		Severance Pay (B)		Bonus to Directors (C)		Allowances (D)				Salary, Bonuses, and Allowances (E)		Severance Pay (F)		Profit Sharing- Employee Bonus (G)						
		The company	All companies in the consolidated financial statements	The company	Companies in the consolidated financial statements	The company	Companies in the consolidated financial statements	The company	Companies in the consolidated financial statements	The company	Companies in the consolidated financial statements	The company	Companies in the consolidated financial statements	The company	Companies in the consolidated financial statements	The company		Companies in the consolidated financial statements		The company	Companies in the consolidated financial statements	
Director	TANG, SHIH-CHUAN	0	0	0	0	302	302	21	21	323/0.66	323/0.66	3,248	3,513	0	0	0	0	0	0	3,571/7.28	3,836/7.82	0
Director	HUNG, CHIA-CHENG	0	0	0	0	302	302	21	21	323/0.66	323/0.66	1,838	3,220	0	0	770	0	770	0	2,931/5.97	4,313/8.79	0
Director	CHEN, MING-HSIN	0	0	0	0	302	302	21	21	323/0.66	323/0.66	0	0	0	0	0	0	0	0	323/0.66	323/0.66	0
Director	HSIAO, CHEN-CHI	0	0	0	0	302	302	21	21	323/0.66	323/0.66	0	0	0	0	0	0	0	0	323/0.66	323/0.66	0
Independent Director	CHOU, LIANG-CHENG	690	690	0	0	0	0	24	24	714/1.45	714/1.45	0	0	0	0	0	0	0	0	714/1.45	714/1.45	0
Independent Director	LEE, SHYH-CHIN	690	690	0	0	0	0	24	24	714/1.45	714/1.45	0	0	0	0	0	0	0	0	714/1.45	714/1.45	0
Independent Director	CHOU, (NOTE) TSUNG-NAN	290	290	0	0	0	0	12	12	302/0.62	302/0.62	0	0	0	0	0	0	0	0	302/0.62	302/0.62	0
Independent Director	HSU, (NOTE) CHUNG-YUAN	403	403	0	0	0	0	15	15	418/0.85	418/0.85	0	0	0	0	0	0	0	0	418/0.85	418/0.85	0
Total		2,073	2,073	0	0	1,208	1,208	159	159	3,440/7.01	3,440/7.01	5,086	6,733	0	0	770	0	770	0	9,296/18.94	10,943/22.30	0

1. Remuneration policies, systems, standards, and structures for independent directors and linkage thereof to powers, risks, and time spent:

The remuneration for independent directors are paid in accordance with the “Directors' Remuneration Regulations” approved by the Board of Directors and may be adjusted based on the industry standards and independent directors' involvement in business operations and contributions; in addition, independent directors attending meetings in person may be granted transportation allowances.

2. Except for the above disclosure, the remuneration paid to the Company's directors for all services rendered last year is NT\$0 thousand.

3. Former Independent Director Hsu, Chung-Yuan left the office on May 25, 2023 ; Independent Director Chou, Tsung-Nan took office on May 25, 2023.

Range of Remuneration	Name of Directors			
	Total of (A+B+C+D)		Total of (A+B+C+D+E+F+G)	
	The company	Companies in the consolidated financial statements	The company	Parent company and all investee companies
Under NT\$ 1,000,000	TANG,SHIH-CHUAN HUNG,CHIA-CHENG CHEN, MING-HSIN, HSIAO, CHEN-CHI CHOU, LIANG-CHENG LEE, SHYH-CHIN CHOU, TSUNG-NAN HSU, CHUNG-YUAN	TANG,SHIH-CHUAN HUNG,CHIA-CHENG CHEN, MING-HSIN, HSIAO, CHEN-CHI CHOU, LIANG-CHENG LEE, SHYH-CHIN CHOU, TSUNG-NAN HSU, CHUNG-YUAN	CHEN, MING-HSIN, HSIAO, CHEN-CHI CHOU, LIANG-CHENG LEE, SHYH-CHIN CHOU, TSUNG-NAN HSU, CHUNG-YUAN	CHEN, MING-HSIN, HSIAO, CHEN-CHI CHOU, LIANG-CHENG LEE, SHYH-CHIN CHOU, TSUNG-NAN HSU, CHUNG-YUAN
NT\$1,000,000 ~ Under NT\$2,000,000	-	-	-	-
NT\$2,000,000 ~ Under NT\$3,500,000	-	-	HUNG,CHIA-CHENG	-
NT\$3,500,000 ~ Under NT\$5,000,000	-	-	TANG,SHIH-CHUAN	TANG,SHIH-CHUAN HUNG,CHIA-CHENG
NT\$5,000,000 ~ Under NT\$10,000,000	-	-	-	-
NT\$10,000,000 ~ Under NT\$15,000,000	-	-	-	-
NT\$15,000,000 ~ Under NT\$30,000,000	-	-	-	-
NT\$30,000,000~ Under NT\$50,000,000	-	-	-	-
NT\$50,000,000 ~ Under NT\$100,000,000	-	-	-	-
Over NT\$100,000,000	-	-	-	-
Total	8	8	8	8

Remuneration of the President and Vice President

Unit: NT\$ thousands

Title	Name	Salary(A)		Severance Pay (B)		Bonuses and Allowances (C)		Profit Sharing- Employee Bonus (D)				Ratio and total compensation (A+B+C+D) to net income (%)		Compensation paid to the President and Vice President from an Invested Company Other Than the Company's Subsidiary
		The company	Companies in the consolidated financial statements	The company	Companies in the consolidated financial statements	The company	Companies in the consolidated financial statements	The company		Companies in the consolidated financial statements		The company	Companies in the consolidated financial statements	
								Cash	Stock	Cash	Stock			
General Manager	HUNG, CHIA-CHENG													
Senior Vice General Manager	HU, CHEN-KUANG	5,107	7,194	187	187	505	987	2,098	-	2,098	-	7,897/16.09	10,466/21.33	-
Vice General Management	WANG, CHIH-YUAN													

Range of Remuneration	Name of President and Vice President	
	The company	Parent company and all investee companies
Under NT\$ 1,000,000	-	-
NT\$1,000,000 ~ Under NT\$2,000,000	-	-
NT\$2,000,000 ~ Under NT\$3,500,000	HU,CHEN-KUANG, HUNG,CHIA-CHENG WANG, CHIH-YUAN	WANG, CHIH-YUAN, HU,CHEN-KUANG
NT\$3,500,000 ~ Under NT\$5,000,000	-	HUNG,CHIA-CHENG
NT\$5,000,000 ~ Under NT\$10,000,000	-	-
NT\$10,000,000 ~ Under NT\$15,000,000	-	-
NT\$15,000,000 ~ Under NT\$30,000,000	-	-
NT\$30,000,000~ Under NT\$50,000,000	-	-
NT\$50,000,000 ~ Under NT\$100,000,000	-	-
Over NT\$100,000,000	-	-
Total	3	3

List of Managers Receiving Employee's Remuneration and Implemented Distribution

Unit: NT\$ thousands

	Title	Name	Employee's Remuneration - in Stock (Fair Market Value)	Employee's Remuneration - in Cash	Total	Ratio of Total Amount to Net Income (%)
Executive Officers	General Manager	HUNG, CHIA-CHENG	-	3,536	3,536	7.21
	Senior Vice General Manager	HU, CHEN-KUANG				
	Assistant Vice President	WANG, CHIH-YUAN				
	Assistant Vice President	KUO, CHING-HSING				
	Assistant Vice President	KUO, CHUNG-TSU				
	Assistant Vice President	CHAN, YI-CHEN				
	Assistant Vice President	HUNG, YAO-YANG				

3.2.4 Comparison of Remuneration for Directors, Presidents and Vice Presidents in the Most Recent Two Fiscal Years and Remuneration Policy for Directors, Presidents and Vice Presidents

A. The ratio of total remuneration paid by the Company and by all companies included in the consolidated financial statements for the two most recent fiscal years to directors, presidents and vice presidents of the Company, to the net income.

Title	Ratio of total remuneration paid to directors, presidents and vice presidents to net income (%)			
	2022		2023	
	The company	Companies in the consolidated financial statements	The company	Companies in the consolidated financial statements
Directors	6.44%	6.44%	7.01%	7.01%
Presidents and Vice Presidents	14.96%	20.50%	16.09%	21.33%

B. The policies, standards, and portfolios for the payment of remuneration, the procedures for determining remuneration, and the correlation with business performance.

The remuneration paid to directors included the remuneration, allowances and rewards paid to directors. The remuneration paid to directors was determined at the same level of the same trade. The allowances paid to directors were determined based on the attendance at the board meetings.

a. With regard to the remuneration to general directors, it is stipulated in the Articles of Incorporation that 2.5% of the profit of the current year shall be appropriated as the total remuneration to the directors. The Board of Directors shall resolve and report to the Shareholders' Meeting. The individual directors shall be appraised for individual director performance according to the "Self-Evaluation or Peer Evaluation of the Board of Directors." According to the "Regulations Governing Director Remuneration and Remuneration Management," individual director shall be evaluated for the director involvement in corporate operation and the level of contribution as the basis of calculating the distribution proportion in individual salary and remuneration. The distribution results are submitted to the Salary and Remuneration Committee for review and then implemented after the Board of Directors have reached resolution.

b. The remuneration paid to independent directors is executed by the Board of Directors according to “Regulations Governing Remuneration to Directors and Remuneration Management.” The Company shall pay remuneration to independent directors and members of functional committee who execute the corporate tasks, regardless of the corporation operating with profit or loss. In addition to taking consideration of the remuneration level of the industries in Taiwan and abroad. The Board of Directors may make adjustment according to their involvement in corporate operation and value of contribution.

The remuneration paid to managers, including salaries, bonuses, employees’ remuneration, and employee stock option certificates, was determined based on the position and duties assumed and the level of the same position in the same trade and the individual performance appraisal of each managers based on “Regulations Governing the Operation of Performance Appraisal”, and the results would serve as calculation basis for remuneration based in the employee performance evaluation. The content of appraisal include the level of achievement in annual important objectives, plan execution and inspection analysis, and ability to improve, communicate, coordinate, and integrate, training of subordinates and cultivating/empowerment level, compliance with corporate regulation systems, growth and expression of professionalism and management knowledge, attendance, and merits and punishment for special incidents, as well as other important items of appraisal before generating the appraisal results. The separate distribution of employees’ remuneration and employee stock option certificates was submitted to the Remuneration Committee for review and resolved by the Board of Directors.

For the separate performance appraisal to directors and managers and the relevance and reasons of the contents and amounts of remuneration had been approved as “reasonable” after the review of the Remuneration Committee and the discussion of the Board of Directors on April 9, 2024, and would be submitted in the reports to the shareholders’ meeting of this annual period.

3.3 Implementation of Corporate Governance

3.3.1 Board of Directors

A total of 7 (A) meetings of the Board of Directors were held in the previous period.

The attendance of directors were as follows:

Title	Name	Attendance in Person (B)	By Proxy	Attendance Rate (%) 【 B / A 】	Remarks
Chairman	TANG,SHIH-CHUAN	7	0	100.00%	Re-elected
Director	HUNG,CHIA-CHENG	7	0	100.00%	Re-elected
Director	CHEN,MING-HSIN	7	0	100.00%	Re-elected
Director	HSIAO, CHEN-CHI	7	0	100.00%	Re-elected
Independent Director	HSU,CHUNG-YUAN	3	0	100.00%	Left on 05 25,2023
Independent Director	CHOU, LIANG-CHENG	7	0	100.00%	Re-elected
Independent Director	LEE, SHYH-CHIN	7	0	100.00%	Re-elected
Independent Director	CHOU, TSUNG-NAN	4	0	100.00%	Elected on 05 25,2023

Other mentionable items:

1. If one of the following situations occurs, the date and period of the board meeting, the content of proposals, opinions given by all independent directors and the disposal of such opinions shall be specified:
 - (1) Matters specified in Article 14-3 of the Securities and Exchange Act.
 - (2) In addition to the above matters, other matters which independent directors object to or express reservations about in a record or a written statement.
2. If there are directors' avoidance of motions in conflict of interest, the directors' names, contents of motion, causes for avoidance and voting should be specified:
 - (1) For the distribution of 2022 managers' bonuses proposed on February 23, 2023, the acting chairman CHEN, MING-HSIN consulted all the attendees, except for Mr. Tang, Shih-Chuan and Mr. Hung, Chia-Cheng who were absent from the discussion and vote due to conflict of interest, without objection and passed the proposal.
 - (2) For the number of managers distributed with the 2022 employee's remuneration proposed on April 7, 2023, the chairman consulted all the attendees, except for Mr. Hung, Chia-Cheng who was absent from the discussion and vote due to conflict of interest, without objection and passed the proposal.
 - (3) For the distribution of 2022 incentives proposed on April 7, 2023, the chairman consulted all the attendees, except for Mr. Hung, Chia-Cheng who was absent from the discussion and vote due to conflict of interest, without objection and passed the proposal.
 - (4) For the Appointment of fifth Remuneration Committee Members proposed on July 28, 2023, the chairman consulted all the attendees, except for nominated independent directors Chou, Liang-Cheng Lee, Shyh-Chin, and Chou, Tsung-Nan who was absent from the discussion and vote due to conflict of interest, without objection and passed the proposal.
 - (5) For the payment of remuneration to the Chairman of the Company on October 26, 2023, the acting chairman Chen, Ming-Hsin consulted all the attendees, except for Mr. Tang, Shih-Chuan who was absent from the discussion and vote due to conflict of interest, without objection and passed the proposal..
3. TWSE/TPEX listed companies should disclose the cycle and period, scope, method, and contents of self-evaluations (or peer evaluations) of the Board of Directors and file the implementation of the Board evaluations.
4. Measures taken to strengthen the functionality of the board:
 - (1) The Company has included the procedures for board meetings in the internal control system and the procedures will be audited by the audit unit on a regular basis.
 - (2) Last year, the Company's Directors participated in courses on corporate governance for 66 hours.
 - (3) The Company has formulated the Regulations Governing Evaluation of the Board's Performance on July 11, 2016 (amended on July 31, 2020) to implement the performance evaluation. In 2022. The result of the peer evaluation was reported in the board meeting on December 23, 2022.
 - (4) The "Nomination Committee Charter" was stipulated in 2023 with the Nomination Committee established on 10.26.2023.

Independent directors' opinions on major proposals and the disposal of such opinions last year are described as follows

Board Meeting	Proposal and Subsequent Disposal	Matters Specified in Article 14-3 of the Securities and Exchange Act	Objection or Reservation by Independent Directors
The 18 th Meeting of the 10 th Board of Directors on February 23, 2023	Proposal of distribution of wage to employees, Directors of 2022.	√	
	Approved the proposal of change the CPA due to internal job rotation of CPA of the Accounting Firm appointed by the Company.	√	
	Approved the proposal of the Company to acquire StrongLED stocks from subsidiary HongBo Investment Co., Ltd.	√	
	Opinions of independent directors: N/A		
	Disposal of opinions of independent directors: N/A		
	Resolution: Passed by all attendees		
The 19 th Meeting of the 10 th Board of Directors on April 7, 2023	Proposal of the 2022 separate distribution of remuneration to directors.	√	
	Proposal of the separate performance appraisal to directors and managers and the relevance and reasons of the contents and amounts of remuneration.	√	
	Approved the proposed adjustment of the Company's direct and indirect investment in ARTSO INTERNATIONAL, INC. to simplify the investment structure.	√	
	Approved the proposal of the M&A and share swap with StrongLED Lighting Systems(Cayman) Co., Ltd. by the Company and its wholly-owned subsidiary TONS LIGHTOLOGY (CAYMAN) INC.	√	
	Approved the proposal of the M&A and share swap with StrongLED Lighting Systems(Cayman) Co., Ltd. by the Company and its wholly-owned subsidiary TONSLIGHTOLOGY (CAYMAN) INC. to increase the capital to issue common shares of the Company.	√	
Opinions of independent directors: N/A			

Board Meeting	Proposal and Subsequent Disposal	Matters Specified in Article 14-3 of the Securities and Exchange Act	Objection or Reservation by Independent Directors
	Disposal of opinions of independent directors: N/A		
	Resolution: Passed by all attendees		
The 3 rd Meeting of the 11 th Board of Directors on October 26, 2023	Approved the amendment to the Company's "Regulations Governing Director Remuneration and Remuneration Management."	√	
	Approved the proposal of performance assessment indicators for Board of Directors and members as well as functional committees.	√	
	Approved the planned capital increase and issuance of new shares due to share conversion for mergers and acquisitions.	√	
	Approved the equity disposal of ARTSO INTERNATIONAL, INC.	√	
	Approved the Company's 2023 accountant fee adjustment proposal.	√	
	Approved the increased investment in sustainable corporate bonds of Hongbo Investment Company, the subsidiary.	√	
	Opinions of independent directors: N/A		
	Disposal of opinions of independent directors: N/A		
Resolution: Passed by all attendees			
The 4 th Meeting of the 11 th Board of Directors on Dec. 20, 2023	Approved the accountant fees of the Company for the year of 2024 and 2025.	√	
	Opinions of independent directors: N/A		
	Disposal of opinions of independent directors: N/A		
	Resolution: Passed by all attendees		

Implementation of the Board Evaluation

Cycle	Period	Scope	Method	Content
Once every year	Jan. 1, 2023~ Dec. 31, 2023	1. Board of Directors 2. Board members 3. Audit Committee 4. Remuneration Committee	Self-evaluations of the Board, Board members, Audit Committee, and Remuneration Committee	<p>1. Evaluation of Board performance: 30 evaluation items in 5 dimensions, namely Board's involvement in business operations, Board's decision-making quality, Board composition and structure, election and continuing education of directors, and internal control.</p> <p>2. Evaluation of Board members performance: 20 evaluation items in 6 dimensions, namely understanding of company goals and tasks, understanding of directors' duties, involvement in business operations, internal relationship management and communication, expertise and continuing education of directors, and internal control.</p> <p>3. Evaluation of Audit Committees performance: 20 evaluation items in 5 dimensions, namely involvement in business operations, understanding of Audit committees' duties, Audit committees' decision-making quality, Audit committees' composition and election of members, and internal control.</p> <p>4. Evaluation of Remuneration Committee performance: 18 evaluation items in 4 dimensions, namely involvement</p>

				in business operations, understanding of Remuneration committees' duties, Remuneration committees' decision-making quality, Remuneration committees' composition, and election of members.
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Independent Directors' Attendance of Meeting of the Board of Directors in 2022

Attending in person : √ ; Attending by proxy : *

2022	1st	2nd	3rd	4th	5th	6th	7th
	2/23	4/7	4/27	5/25	7/27	10/26	12/20
HSU, CHUNG-YUAN	√	√	√				
CHOU, LIANG-CHENG	√	√	√	√	√	√	√
LEE, SHYH-CHIN	√	√	√	√	√	√	√
CHOU, TSUNG-NAN				√	√	√	√

Advanced studies and training organized for directors last year are described as follows

Title	Name	Date	Course Name	Hour
Director	TANG, SHIH-CHUAN	08 07, 2023	Briefing on Insiders' Equity at TPEx Listed Companies and Emerging Stock Companies	3
		09 04, 2023	“The 14 th Taipei Corporate Governance Forum” afternoon session	3
Director	HUNG, CHIA-CHENG	09 05, 2023	Corporate Fraud Detection and Prevention Practice: Legal Liability, Identification, and Big 6 Data Analysis	6
Director	CHEN, MING-HSIN	04 13, 2023	Corporate Governance Lecture	3
		09 04, 2023	“The 14 th Taipei Corporate Governance Forum” morning session	3
Director	HSIAO, CHEN-CHI	03 16, 2023	Directors’ fiduciary duties and liability for false financial statements	3
		03 23, 2023	Accountant money laundering prevention and practice	3
		04 14, 2023	Corporate Governance Lecture	3
		05 23, 2023	Publicity meeting on sustainable development action plan of TWSE/TPEx Listed Companies	3
		06 30, 2023	Suspected money laundering or terrorism financing risk trends and patterns study	3
		07 15, 2023	Corporate Governance and Sustainable Management Workshop	3
		08 08, 2023	Business secret protection and fraud detection and prevention practices	3
		09 07, 2023	Trends in the divergence of international accounting standards, introduction to ISA for LCE, challenges faced by Taiwan	3
Independent Director	LEE, SHYH-CHIN	04 13, 2023	Corporate Governance Lecture	3
		09 04, 2023	“The 14 th Taipei Corporate Governance Forum” morning session	3
Independent Director	CHOU, LIANG-CHENG	04 13, 2023	2023 KPMG in Taiwan Leadership Academy Forum - Business Opportunities and Challenges from the Net Zero Emission	3

Title	Name	Date	Course Name	Hour
		04 14, 2023	Discussing the theory and practice of corporate shareholders' recusal of voting rights	3
Independent Director	CHOU, TSUNG-NAN	07 04, 2023	2023 Cathay Sustainable Finance and Climate Change Summit Forum	6
		09 04, 2023	"The 14 th Taipei Corporate Governance Forum" afternoon session	3

3.3.2 Audit Committee

Attendance of Independent Directors at Audit Committee Meetings

A total of 6 (A) meetings of the Audit Committee were held in the previous period.

The attendance of Independent Directors was as follows:

Title	Name	Attendance in Person (B)	Attendance Rate (%) 【 B / A 】	Remarks
Convener	HSU, CHUNG-YUAN	3	100.00%	Left on 05 25,2023
Convener	LEE, SHYH-CHIN	6	100.00%	Re-elected
Independent Director	CHOU, LIANG-CHENG	6	100.00%	Re-elected
Independent Director	CHOU, TSUNG-NAN	3	100.00%	Elected on 05 25,2023

Other mentionable items:

1. The date, period, the contents of the proposal, the resolution of the Audit Committee and the Company's treatment of the Audit Committee's opinions shall be clarified when one of the following circumstances occurs during the operation of the Audit Committee.
 - (1) Items listed in Article 14-5 of Securities and Exchange Act.
 - (2) Items not passed by the Audit Committee but approved by more than two-thirds of all directors, except for the aforesaid ones.
2. The names of independent directors, the contents of the motions, the reasons for the conflict of interest, and participation in voting shall be stated within the implementation of avoidance of independent directors due to conflict of interest: No such situation occurred.
3. Communication between independent directors and managers of internal audit and accountants (shall include major events, methods, and conclusions in communicating the Company's financial and business conditions, etc.).

Key Jobs of Audit Committee

The Audit Committee of the Company consists of three Independent Directors. The Audit Committee aims to assist the Board of Directors in fulfilling the quality and integrity of the Company in supervising the accounting, auditing, financial reporting process and financial control. The scope of matters considered mainly includes

- (1) Policies and Procedures to Financial Statements Audit and Accounting.
- (2) Policies and Procedures to internal control system and related matters.
- (3) Major assets or derivatives transactions.
- (4) Major fund loaning and endorsements/guarantees.
- (5) Offering or issuing securities.
- (6) Derivative financial commodities and cash investment.
- (7) Legal compliance.

- (8) Potential relationships of related parties between the managers and Directors and conflicts of interest.
- (9) Appeal report.
- (10) Anti-fraud scheme and fraud investigation report.
- (11) Information security.
- (12) Corporate risk management.
- (13) Assessment and evaluation to qualification, independence and performance of CPA.
- (14) Appointment, dismissal or remuneration of CPA.
- (15) Appointment and dismissal of financing, accounting or internal audit directors.
- (16) Performance and Fulfillment of Duties of Audit Committee.
- (17) Self-assessment questionnaire to Audit Committee performance.

Opinions on Major Proposals or Results of Resolutions by Audit Committee of the Most Recent Annual Period

Audit Committee Meeting	Proposal and Subsequent Disposal	Matters Specified in Article 14-5 of the Securities and Exchange Act	Resolutions not passed by the Audited Committee but approved by more than two thirds of overall directors	
The 16th Meeting of the 2th Audit Committee Meeting on Feb. 23, 2023	Proposal of 2022 Statement of Internal Control Systems	√		
	The Company's 2022 Business Report, Individual Financial Report and Consolidated Financial Report	√		
	Approved the proposal of change the CPA due to internal job rotation of CPA of the Accounting Firm appointed by the Company.	√		
	Approved the proposal of the Company to acquire StrongLED stocks from subsidiary HongBo Investment Co., Ltd.	√		
	Audit Committee resolution results: all the attending members passed the resolutions without objection			
	The Company's handling of the opinions of the Audit Committee: all the attending directors passed the proposal without objection			
The 17th Meeting of the 2th Audit Committee Meeting on	Approved the proposed adjustment of the Company's direct and indirect investment in ARTSO INTERNATIONAL, INC. to simplify the investment structure.	√		
	Approved the proposal of the M&A and share	√		

Audit Committee Meeting	Proposal and Subsequent Disposal	Matters Specified in Article 14-5 of the Securities and Exchange Act	Resolutions not passed by the Audited Committee but approved by more than two thirds of overall directors
Apr. 07, 2023	swap with StrongLED Lighting Systems(Cayman) Co., Ltd. by the Company and its wholly-owned subsidiary TONS LIGHTOLOGY (CAYMAN) INC.		
	Approved the proposal of the M&A and share swap with StrongLED Lighting Systems(Cayman) Co., Ltd. by the Company and its wholly-owned subsidiary TONSLIGHTOLOGY (CAYMAN) INC. to increase the capital to issue common shares of the Company.	√	
	Audit Committee resolution results: all the attending members passed the resolutions without objection		
	The Company's handling of the opinions of the Audit Committee: all the attending directors passed the proposal without objection		
The 2th Meeting of the 3th Audit Committee Meeting on Oct. 26, 2023	Approved the planned capital increase and issuance of new shares due to share conversion for mergers and acquisitions.	√	
	Approved the equity disposal of ARTSO INTERNATIONAL, INC.	√	
	Approved the Company's 2023 accountant fee adjustment proposal.	√	
	Approved the increased investment in sustainable corporate bonds of Hongbo Investment Company, the subsidiary.	√	
	Audit Committee resolution results: all the attending members passed the resolutions without objection		
	The Company's handling of the opinions of the Audit Committee: all the attending directors passed the proposal without objection		
The 3th Meeting of the 3th Audit Committee Meeting on Dec. 20, 2023	Approved the accountant fees of the Company for the year of 2024 and 2025.	√	
	Audit Committee resolution results: all the attending members passed the resolutions without objection		
	The Company's handling of the opinions of the Audit Committee: all the attending directors passed the proposal without objection.		

Communication between Independent Directors and Managers of Internal Audit of the Most Recent Annual Period

Date	Major resolutions
10 26,2023	<ul style="list-style-type: none"> ● Description to Risk Assessment of 2024 Annual Audit Plan Describe the risk factors of various internal control procedures (level of care by the management/audit items to be reinforced/number of days since the previous audit) to conduct weighted scoring and to quantify the standard scores, apart from the audit items required by law, and include the first 24 items into the audit plan of 2024 based on scoring by quantified criteria.
	Opinions of Independent Directors: N/A.
12 20,2023	<ul style="list-style-type: none"> ● 2024 Annual Audit Plan Report 62 audit items for the 2024 Report including the first 27 items of risk factors of each operation cycle based on the scoring, 30 legally-mandatory items, and adding 5 items taking consideration of the circulation process risk and audit sequence.
	Opinions of Independent Directors: N/A.

Communication between Independent Directors and Accountants of the Most Recent Annual Period

Date	Major resolutions
<p>02 23,2023 (Communication before the Audit Committee meeting)</p>	<ul style="list-style-type: none"> ● Audit scope and materiality <ol style="list-style-type: none"> 1. Audit scope of the Group’s consolidated financial statements 2. Materiality ● Audit reports and key audit matters <ol style="list-style-type: none"> 1. Audit report 2. Key Audit Matters - Consolidated and Standalone Financial Reports ● The impact of the COVID-19 pandemic <ol style="list-style-type: none"> 1. Implementation of an audit without attending in person ● Description of key audit matters <ol style="list-style-type: none"> 1. Internal control audit/ adjustments, reclassifications, and unadjusted entries for the current period 2. Material adjustments, reclassifications, and unadjusted entries for the current period 3. Related parties and related party transactions 4. Choices and changes in material accounting policies / material accounting estimates 5. Material accounting estimates and changes in accounting principles ● Other communication matters ● Independence of CPAs ● Legal sharing <ol style="list-style-type: none"> 1. Updates of Securities Regulatory Act 2. Interpretation of Securities Regulation Act 3. Directions for amendments to corporate governance evaluation indicators in 2023
	<p>Opinions of Independent Directors: N/A.</p>
<p>12 20,2023 (Communication before the Audit Committee meeting)</p>	<ul style="list-style-type: none"> ● Communication plan - communication schedule ● Role and responsibilities of the lead CPA ● Audit plan ● Independence of CPAs ● Audit quality indicator information - Purpose and aspects of audit quality <ol style="list-style-type: none"> 1. Professionalism 2. Quality control

	<p>3. Independence</p> <p>4. Supervision</p> <p>5. Innovation ability</p> <ul style="list-style-type: none"> ● Quality management system of accounting firm ● Update of accounting and auditing laws <p>1. Common nonconformities found in the actual audit of financial reports of the TWSE/TPEX Listed Companies in 2022</p> <ul style="list-style-type: none"> ● 2. Corporate Governance Implementation Matters Reminder in 2024
	<p>Opinions of Independent Directors: N/A.</p>

3.3.3 Corporate Governance Implementation Status and Deviations from “the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies”

Evaluation Item	Implementation Status			Deviations from “the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No	Abstract Illustration	
1.Does the company establish and disclose the Corporate Governance Best-Practice Principles based on “Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies”?	✓		The Company has established the Corporate Governance Best-Practice Principles based on “Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies” on 12/26/2014(amended on 04/07/2022). The information has been disclosed on the Company’s website http://www.tonslight.com/tw .	None
2.Shareholding structure & shareholders’ rights				
(1)Does the company establish an internal operating procedure to deal with shareholders’ suggestions, doubts, disputes and litigations, and implement based on the procedure?	✓		(1) The Company established a spokesperson system and an e-mail box to deal with shareholders’ suggestions, doubts, disputes and litigations.	None
(2)Does the company possess the list of its major shareholders as well as the ultimate owners of those shares?	✓		(2) The Company authorized the share agency to be in charge of the list of its major shareholders as well as the ultimate owners of those shares and followed up the change through monthly declaration.	None
(3)Does the company establish and execute the risk management and firewall system within its conglomerate structure?	✓		(3) The Company has formulated the Regulations Governing Supervision and Management of Subsidies and the Regulations Governing Transactions between Related Parties, Specific Companies and Conglomerates and	None

Evaluation Item	Implementation Status			Deviations from “the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No	Abstract Illustration	
(4) Does the company establish internal rules against insiders trading with undisclosed information?	✓		executed the risk management based on the internal control system. (4) The Company has formulated the Regulations Governing Insider Declaration, which expressly prohibit insiders from trading securities with undisclosed information.	None
3. Composition and Responsibilities of the Board of Directors (1) Does the Board develop and implement a diversified policy for the composition of its members?	✓		(1) The Company has developed and implemented a diversified policy for the composition of the Board’s members in the Corporate Governance Best Practice Principles: The composition of the Board’s members shall have the knowledge, skills, and experience necessary to perform their duties and shall not be limited to basic requirements and values, such as gender, age, nationality, and culture, and professional knowledge and skills, such as a professional background, professional skills, and industry experience, with the objective of comprising least one female of each. Directors of the 11 th Board of Directors have expertise in each professional field as optoelectronics industry, investment securities, Audit & Tax Consultation, Information and Communication Technology, laws, financial accounting, business management, and leadership decision-making, and one female director had been enlisted to the Board.	None

Evaluation Item	Implementation Status			Deviations from “the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No	Abstract Illustration	
(2) Does the company voluntarily establish other functional committees in addition to the Remuneration Committee and the Audit Committee?	✓		(2) The Company has established the Remuneration Committee and established the Audit Committee in 2017. The Nomination Committee was established voluntarily in October 2023.	None
(3) Does the company establish a standard to measure the performance of the Board, and implement it annually and report the results of evaluation to the Board of Directors and refer to the said results when determining each director’s compensation and reelection?	✓		(3) The Company has formulated the Regulations Governing Evaluation of the Board’s Performance approved by the Board of Directors on July 11, 2016 (amended on July 31, 2020) to implement the performance evaluation. In 2023, the evaluation of the Board’s performance was implemented through internal self-evaluation, peer evaluation and along with the self-evaluation of Audit Committee and Remuneration committee. The result of the self-evaluation showed that the Board met the standard operation in 30 items of five dimensions. The peer evaluation covered 20 items in 6 dimensions. Except for one director who did not attend the shareholders’ meeting and failed to obtain the self-evaluation requirements, all the directors of the Company met the target indicators in 2023. A total of 139 out of the 140 requirements are achieved by 7 directors with an achievement rate of 99.28% documented. The self-evaluation of Audit committees’ performance met the standard operation in 20 evaluation items in 5 dimensions. The self-evaluation of Remuneration committees’ performance met the standard operation in 18 evaluation items in 4 dimensions. The	None

Evaluation Item	Implementation Status			Deviations from “the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No	Abstract Illustration	
(4) Does the company regularly evaluate the independence of CPAs?	✓		<p>self-evaluation results were reported to the Board of Directors on December 20, 2023, including an explanation for the non-compliance evaluation item. Each director’s compensation and reelection will be based on the evaluation results in accordance with the “Directors’ Remuneration Regulations.”</p> <p>(4) The Company evaluated the independence of CPAs once every year. The evaluation reviewed the requirements for the independence of CPAs (such as sharing of financial interests, a collateral relative within the second degree of kinship of any person of the Company assuming major duties, and other 12 items), the operation of the independence of CPAs (such as avoidance of conflict of interest that may affect impartiality and independence, substantive and formal independence of the audit and audit report, and other 6 items), and the competency of CPAs (such as CPA disciplinary record in the last 2 years, sufficient resources and area coverage in terms of the accounting firm’s audit service, and other 4 items). Also, the assessment is conducted in four aspects including audit quality indicators (including 22 assessment items) of the accounting firm. The result of the evaluation showed that CPAs Hung, Shu-Hua and Wang, Yu-Juan conformed to the standards. The result of the evaluation was reported in the board meeting and audit</p>	None

Evaluation Item	Implementation Status			Deviations from “the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No	Abstract Illustration	
			committee meeting on December 23, 2022.	
4. Does the Company set up adequate personnel and a corporate governance officer to be in charge of corporate governance affairs (including but not limited to furnishing information required for business execution by directors and supervisors, helping directors and supervisors comply with laws and regulations, handling matters relating to board meetings and shareholders meetings according to laws, and producing minutes of board meetings and shareholders meetings)?	✓		The Company, under the approved by the Board of Directors on April 12, 2019, appointed Mr. WANG CHIH-YUAN, the Vice General Management, as the Director of Corporate Governance and employees of the Department of Financing as corporate governance personnel who are in charge of corporate governance and its related issues to protect shareholders' rights and enhance the functions of the Board of Directors. Mr. Wang has already had the working experience of more than 3 years as the Director of financing affairs in the public companies. Responsible for the provision of information required by directors for the implementation of the business operation and latest regulatory developments relating to company operation for assisting directors in complying with laws and regulations and conducting tasks related to meetings of the Board of Directors and shareholders in accordance with laws (seven meetings of Board of Directors and one shareholder meeting), as well as assisting the Company in complying with relevant laws and regulations of meetings of the Board of Directors and shareholders, conducting registration and change of Company registration (four changes of registration), producing meeting minutes of meetings of the Board of Directors and shareholders (agenda and meeting minutes for the meeting of the Board of Directors, meeting handbooks for shareholders' meetings of English and Chinese	None

Evaluation Item	Implementation Status			Deviations from “the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No	Abstract Illustration	
			versions, and annual reports of shareholders' meetings of English and Chinese versions), conducting tasks related to investor relations (four investor conferences), arranging 66-hour for continuing education for directors, arranging meeting for independent directors, accountants (two times) and auditing managers (two times), and reporting the implementation to directors once an annual period. A 16-hour education course is implemented within one year. The implementation of the Company’s corporate governance in 2023 was reported to the Board of Directors on February 27, 2024.	
5. Does the Company set up channels of communication with stakeholders (including but not limited to its shareholders, employees, clients, and suppliers), designate a stakeholders section on its website, and properly reply to any major issues which stakeholders are concerned about regarding the corporate social responsibility?	✓		The Company has designate a stakeholders section on its website ((https://www.tonslight.com/tw/stakeholder/) to facilitate an open and two-way channel of communication with shareholders and to properly reply to any issues which all stakeholders are concerned about. The stakeholders of the Company shall refer to internal or external groups or individuals that may affect the Company or be affected by the Company, including employees, clients, suppliers, investors, government organizations, and communities/non-government/non-profit organizations. In 2023, communication between the Company and stakeholders regarding important issues was reported to the Board of Directors on December 20, 2023.	None
6.Does the company appoint a professional shareholder service agency to deal with	✓		The Company designates Horizon Securities CO., LTD. to deal with shareholder affairs.	None

Evaluation Item	Implementation Status			Deviations from “the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No	Abstract Illustration	
shareholder affairs?				
7. Information Disclosure				
(1) Does the company have a corporate website to disclose both financial standings and the status of corporate governance?	✓		(1) The Company has a corporate website (http://www.tonslight.com/tw) to disclose both financial standings and the status of corporate governance. Such information is also disclosed in the Market Observation Post System according to laws.	None
(2) Does the company have other information disclosure channels (e.g. building an English website, appointing designated people to handle information collection and disclosure, creating a spokesman system, webcasting investor conferences)?	✓		(2) The Company has multiple ways of disclosing information, including appointing designated people to handle information collection and disclosure, building an English website and creating a spokesman system. In addition, the Company held four investor conferences (on March 8, 2023, May 4, 2023, August 08, 2023, and November 09, 2023) in a year.	None
(3) Does the Company announce and register the annual financial statements within two months after the close of each fiscal year and the quarterly financial statements and the monthly operating status within the given time limits?	✓		(3) The Company announced and registered the annual financial statements for 2022 on February 23, 2023 and quarterly financial statements for the 2023 on April 27, 2023, July 27, 2023, and October 26, 2023 respectively. The aforesaid financial statements were announced and registered within given time limits.	None
8. Is there any other important information to facilitate a better understanding of the company’s corporate governance practices	✓		The Company established the Remuneration Committee on December 28, 2011 and appointed 3 independent directors to serve as the members of the Remuneration Committee and	None

Evaluation Item	Implementation Status			Deviations from “the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No	Abstract Illustration	
(e.g., including but not limited to employee rights, employee wellness, investor relations, supplier relations, rights of stakeholders, directors’ and supervisors’ training records, the implementation of risk management policies and risk evaluation measures, the implementation of customer relations policies, and purchasing insurance for directors and supervisors)?			<p>operate in accordance with the Articles of Association of the Remuneration Committee.</p> <p>Other important information to facilitate a better understanding of the company’s corporate governance practices is described as follows (such as employee rights, employee wellness, investor relations, supplier relations, rights of stakeholders, directors’ and supervisors’ training records, the implementation of risk management policies and risk evaluation measures, the implementation of customer relations policies, and purchasing insurance for directors and supervisors):</p> <ol style="list-style-type: none"> 1. The Company values the labor relation. In addition to employee rights set up in accordance with the Labor Standards Act and related laws and regulations, the Company also established the Employee Welfare Committee and the Supervisory Committee of Workers' Retirement Fund to handle employees’ welfare and retirement funds. The employees’ rights and welfare are maintained and implemented according to laws. 2. The Company has maintained a good relationship with customers, suppliers, financial institutions and shareholders. 3. The Company’s directors participated in training courses on corporate governance for 66 hours in 2023. 4. The Company conducted a risk management report, which includes risk assessment structure and responsibilities, risk 	

Evaluation Item	Implementation Status			Deviations from “the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No	Abstract Illustration	
			<p>assessment procedures, risk items, risk management and review of the effectiveness of the internal control system, and submitted the results to the Audit Committee and the Board of Directors on December 20, 2023.</p> <p>5. The Company has instituted internal management policies and implemented the risk evaluation of each operation before drafting the next year’s audit plan at the end of the year. The method of risk evaluation and the audit plan in 2024 were submitted to the independent directors for discussion in the internal audit meeting held on October 26, 2023 and December 20, 2023.</p> <p>6. The Company has purchased the liability insurance for directors at the amount of USD4 million and reported it to the Board of Directors on October 26, 2023.</p>	
<p>9. Explain the improvements made based on the evaluation results of the corporate governance published by Taiwan Stock Exchange Corporate Governance Center and the prioritized matters to be improved and the measures to be taken.</p> <p>The Company obtains the top 5% ranking of 9th corporate governance evaluation, matters lower than the index and improved in the 10th evaluation:</p> <ol style="list-style-type: none"> 1. The Company shall record in the minutes of the shareholders' meeting the important contents of the shareholders' inquiries and the Company's replies. 2. The Company's shareholders' meetings shall be live-streamed or uploaded as uninterrupted audio or video recordings after the shareholders' meetings. 3. The Company's Board of Directors shall periodically (at least once a year) evaluate the independence and suitability of the CPA by reference to Audit Quality Indicators (AQIs) and shall disclose the evaluation process in detail in the annual report. 4. The Company shall upload to the Market Observation Post System by the 10th of each month the changes in the shareholdings of insiders during 				

Evaluation Item	Implementation Status		Abstract Illustration	Deviations from “the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No		
<p>the previous month.</p> <p>5. The Company shall establish a policy on workplace diversity or promotion of gender equality and disclose its implementation.</p> <p>6. The Company shall assess the risks or opportunities to the community and take corresponding measures, and shall disclose the specific measures taken and the effectiveness of implementation on the Company's website, annual report or sustainability report.</p> <p>The Company continues to obtain the top 5% ranking of 10th corporate governance evaluation. Prioritized matters to be reviewed and improved for items which 11th corporate governance evaluation index:</p> <ol style="list-style-type: none"> 1. The Company shall establish written rules and regulations for financial operations with related parties, which shall include procedures for managing transactions such as purchase and sale, acquisition or disposal of assets, etc., and relevant material transactions shall be submitted to the board of directors for approval and to the shareholders' meeting for approval or report. 2. The Company disclosed the annual greenhouse gas emissions over the last two years. 3. The Company formulates greenhouse gas reduction management policies, including reduction targets, promotion measures and achievement status, etc. 				

3.3.4 Composition, Responsibilities and Operations of the Remuneration Committee

The Remuneration Committee assists the Board in discharging its responsibilities relating to the Company's compensation and benefits policies, plans and programs, and the evaluation of the directors' and executives' compensation.

A. Professional Qualifications and Independence Analysis of Remuneration Committee Members

Title	Criteria Name	Professional Qualification and Work Experience(Note1)	Independence Criteria(Note2)	Number of Other Public Companies in Which the Individual is Concurrently Serving as an Remuneration Committee Member
Independent Director (Convener)	CHOU, LIANG-CHEN G	Certified attorney with specialty in asset management. Currently the attorney in charge at Jia Hua Attorneys-At-Law Firm. (at least five years' work experience).	<ol style="list-style-type: none"> 1. Not a person, spouse, relative within the second degree of kinship acting as the director, supervisor or employee of the Company or affiliated enterprise. 2. The person, spouse, or relative within the second degree of kinship does not hold company shares. 3. The person does not act as the director, supervisor or employee of an affiliated enterprise with specific relation with the Company. 4. Not a professional who provides commercial, legal, financial, accounting, or other related services with compensation with the past two years to the Company or affiliated enterprise. 	2
Independent Director	LEE, SHYH-CHIN	Expertise in business, finance, and accounting professionalism with information and communication industries. Served as Vice President of Finance in Chunghwa Telecom and Chairman of CHPT (at least five years' work experience).	<ol style="list-style-type: none"> 1. Not a person, spouse, relative within the second degree of kinship acting as the director, supervisor or employee of the Company or affiliated enterprise. 2. The person, spouse, or relative within the second degree of kinship does not hold company shares. 3. The person does not act as the director, supervisor or employee of an affiliated enterprise with specific relation with the Company. 4. Not a professional who provides commercial, legal, financial, accounting, or other related services with compensation with the past two years to the Company or affiliated enterprise. 	0

Title	Criteria Name	Professional Qualification and Work Experience(Note1)	Independence Criteria(Note2)	Number of Other Public Companies in Which the Individual is Concurrently Serving as an Remuneration Committee Member
Independent Director	CHOU, TSUNG-NAN	Expertise in business, finance, and accounting professionalism with Optoelectronics Industry. Served as Assistant Vice President of Everlight Electronics Ltd.. and CFO of Tons Lightology Inc. Not under the circumstances prescribed in Article 30 of Company Act.	<ol style="list-style-type: none"> 1. Not a person, spouse, relative within the second degree of kinship acting as the director, supervisor or employee of the Company or affiliated enterprise. 2. The person, spouse, or relative within the second degree of kinship does not hold company shares. 3. The person does not act as the director, supervisor or employee of an affiliated enterprise with specific relation with the Company. 4. Not a professional who provides commercial, legal, financial, accounting, or other related services with compensation with the past two years to the Company or affiliated enterprise. 	2

Note:1. Professional qualification and experience: Describe the professional qualification and experience of individual member of salary and remuneration committee.

2. Conformance with independence: Describe the conformance of independence by members of the Salary and Remuneration Committee, including but not limited to the person, spouse, relative of second degree kinship serving as the director, supervisor, or employee of the Company or affiliated enterprises; The number of shares and weight held by the person, spouse and relative of second degree kinship (or holding through the name of others); Does the person serve as the director, supervisor or employee of the enterprises with special relation to the Company (Refer to the establishment of corporate salary and remuneration committee when the stocks go listing at Taiwan Stock Exchange and under the provisions 5~8 of paragraph 1, Article 6 of Regulations Governing the Exercise of Power); the amount of remuneration acquired from providing commercial, legal, financial, accounting services to the Company or other affiliated enterprises in recent 2 years.

B. Attendance of Members at Remuneration Committee Meetings

There are 3 members in the Remuneration Committee. A total of 3 (A) Remuneration Committee meetings were held in the previous period. The attendance record of the Remuneration Committee members was as follows:

Title	Name	Attendance in Person(B)	By Proxy	Attendance Rate (%) 【 B / A 】	Remarks
Convener	CHOU, LIANG-CHENG	3	0	100.00%	Re-elected
Committee Member	HSU, CHUNG-YUAN	2	0	100.00%	Left on 05 25,2023
Committee Member	LEE, SHYH-CHIN	3	0	100.00%	Re-elected
Committee Member	CHOU, TSUNG-NAN	1	0	100.00%	Elected on 05 25,2023

Other mentionable items:

1. If the board of directors declines to adopt or modifies a recommendation of the remuneration committee, it should specify the date of the meeting, session, content of the motion, resolution by the board of directors, and the Company's response to the remuneration committee's opinion (eg., the remuneration passed by the Board of Directors exceeds the recommendation of the remuneration committee, the circumstances and cause for the difference shall be specified): None.
2. Resolutions of the remuneration committee objected to by members or subject to a qualified opinion and recorded or declared in writing, the date of the meeting, session, content of the motion, all members' opinions and the response to members' opinion should be specified: None.

C. The Comments and Resolutions by Remuneration Committee in the Most Recent Annual Period

Board Meeting	Proposal and Subsequent Disposal
The 18th Meeting of the 10th Board of Directors on February 23, 2023	1. Proposal of distribution of 2022 managers' bonuses.
	2. Proposal of the 2022 incentives reserves for the Company's employees.
	3. Proposal of distribution of 2022 remuneration of employees and directors.
	Resolutions by the Remuneration Committee (on Jan. 16, 2023): without objection and passed by all members in present
	The Company's treatment to comments of the Remuneration Committee: without objection and passed by all Directors in present
The 19th Meeting of the 10th Board of Directors on April 07, 2023	1. Proposal for distribution of compensation to each Director in 2022.
	2. Proposal for distribution employee's remuneration to each manager in 2022.
	3. Proposal for distribution of employee incentive to each manager in 2022.
	4. Proposal of the separate performance appraisal to directors and managers and the relevance and reasons of the contents and amounts of remuneration.
	Resolutions by the Remuneration Committee (on April 07, 2023): without objection and passed by all members in present
The Company's treatment to comments of the Remuneration Committee: without objection and passed by all Directors in present	
The 3th Meeting of the 11th Board of Directors on Oct. 26, 2023	1. Proposal of amendment to the Company's "Regulations Governing Director Remuneration and Remuneration Management." ◦
	2. Proposal of performance assessment indicators for Board of Directors and members as well as functional committees
	3. Proposal of suggestions for Salary Increase in Chairman.
	4. Proposal of appointment of the Company's Assistant Vice President, Mr. CHANG, CHUNG- WEI.
	Resolutions by the Remuneration Committee (on Oct. 26, 2023): without objection and passed by all members in present
The Company's treatment to comments of the Remuneration Committee: without objection and passed by all Directors in present	

4. Nomination Committee member information and operational information

(1) Qualifications for appointment and responsibilities of the Company's Nomination Committee members

- a. Composition of the Committee: The Board of Directors nominates at least three board directors to form the Nomination Committee, and the majority of the nominated directors must be independent directors. Unless otherwise provided by laws and the Company's Articles of Incorporation or rules, the term of office for a director to join the Nomination Committee is from the date of election by the Board of Directors until the expiration of the director's term, a resignation from the Committee or as a board director, or the member is replaced by the alternative person elected by the Board of Directors.
- b. The Nomination Committee shall faithfully perform the following duties and powers in due diligence in accordance with the authorization of the Board of Directors, and shall submit suggestions to the Board of Directors for deliberation
 - I. Formulate standards for diverse backgrounds and independence in terms of professional knowledge, skills, experience, gender, etc. necessary for being a board director and senior manager, which shall be referred in searching, reviewing, and nominating candidates for directors and senior managers.
 - II. Construct and develop the organizational structure of the Board of Directors and committees, conduct performance evaluations of the Board of Directors, committees, directors, and senior managers, and evaluate the independence of independent directors.
 - III. Develop and regularly review directors' advanced study plans and succession plans for directors and senior managers.
 - IV. Stipulate the Company's "Corporate Governance Best Practice Principles."

(2) Stipulate the Company's "Corporate Governance Best Practice Principles."

- a. The Company's Nomination Committee is composed with 3 members on board.
- b. The term of office for the current Committee members: October 26, 2023

to May 24, 2026. The Nomination Committee held a total of 1 meeting (A) in 2023. The professional qualifications, experience, and meeting attendance of the members, and discussion matters are as follows

Title	Name	Professional Qualification and Work Experience	Attendance in Person(B)	By Proxy	Attendance Rate (%) 【 B/A 】	Remarks
Convener	CHOU, TSUNG-NAN	Expertise in business, finance, and accounting professionalism with Optoelectronics Industry. Served as Assistant Vice President of Everlight Electronics Ltd.. and CFO of Tons Lightology Inc.	1	0	100.00%	
Committee Member	CHOU, LIANG-CHENG	Certified attorney with specialty in asset management. Currently the attorney in charge at Jia Hua Attorneys-At-Law Firm.	1	0	100.00%	
Committee Member	LEE, SHYH-CHIN	Expertise in business, finance, and accounting professionalism with information and communication industries. Served as Vice President of Finance in Chunghwa Telecom and Chairman of CHPT.	1	0	100.00%	

c. The date, term, and content of the main proposals of the Nomination Committee, the content of the suggestions or objections of the Nomination Committee members, the resolutions of the Nomination Committee, and the company's handling of the Committee member's opinions

Board Meeting	Proposal and Subsequent Disposal
The 4th Meeting of the 11th Board of Directors on Dec. 20, 2023	1. The Company's 2023 Board of Directors performance evaluation proposal
	Nomination Committee's resolutions (12.20.2023): Passed as proposed by all members present unanimously.
	The company's handling of the Nomination Committee's opinions: Passed as proposed by all directors present unanimously.

3.3.5 Execution of Promotion in Sustainable Development and Deviations from “Sustainable Development Best-Practice Principles for TWSE/TPEX Listed Companies”

Evaluation Item	Implementation Status			Deviations from “Sustainable Development Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No	Abstract Explanation	
1. Does the Company establish the governance framework for promoting sustainable development and establish the unit dedicated to the promotion of sustainable development full-time (part-time)? The board of directors authorize the senior management and report supervisions to the Board of Directors.	✓		The company has established the sustainable development (previously corporate social responsibility) promotion project organization on February 2017. Department of Administration serves as the concurrently dedicated unit in charge of preparing the annual related budget, assisting with proposal of sustainable development policy or system, with all execution units implementing the corporate governance, customer care, environmental protection, and employee and social care (charity) policies, thereby reporting the execution to the Board of Directors under the supervision of the Board of Directors. The result of implementing the 2023 sustainable development was reported to the Board of Directors on February 27, 2024.	None
2. Does the company conduct risk assessments on environmental, social, or corporate governance issues related to the company's operations in accordance with the principle of materiality and formulate relevant risk management policies or strategies?	✓		Implementation of corporate governance (1) The Company has established the “Corporate Social Responsibility Best-Practice Principles” and incorporated corporate social responsibility into its business activities and strategies. To strengthen corporate governance, the Company has formulated the effective corporate governance structure and related moral standards in accordance with the “Code of Ethical Conduct.” (2) The aforesaid regulations and standards have been publicized in major meetings and on the intranet.	None

Evaluation Item	Implementation Status			Deviations from “Sustainable Development Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No	Abstract Explanation	
			<p>(3) To implement the corporate social responsibility policy, the Company has specified evaluations and rewards/punishments in the “Performance Management Regulations,” “Code of Ethical Conduct,” and “Work Rules.”</p> <p>Environmental Protection and Product Liability</p> <p>(1) The Company is continuously committed to developing energy-saving products, improving process technology, and reducing water resources and energy consumption. The “Utilities Conservation Management Regulations” have been formulated to define management approaches and units in charge at factories and are reviewed on a monthly basis.</p> <p>(2) The Company has formulated the “Environmental Protection Management System” to discharge production wastewater in compliance with local regulations and standards. The Company has successively invested in production wastewater treatment projects to automatically improve production wastewater and remove phosphorus and chromium.</p> <p>(3) The Company assesses the potential risks and opportunities of climate change for the future business operations while continuously improving production equipment and hardware processes and investing in the development of</p>	

Evaluation Item	Implementation Status			Deviations from “Sustainable Development Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No	Abstract Explanation	
			<p>energy-saving products.</p> <p>(4) The Company strictly implements spot checks on materials or engages third-party organizations for verification to comply with relevant specifications and standards. All of our products meet the safety requirements of the importing countries and pass the labs’ certification. The Company also purchases product liability insurance to strengthen risk management and protect the life and property of global consumers.</p> <p>(5) The Company plans to conduct a carbon inventory in 2024 and gradually perfect the Company’s corporate sustainability plan for energy saving and carbon reduction.</p> <p>Protection of Labor Rights and Workplace Safety</p> <p>(1) The Company complies with applicable labor laws and labor rights standards, prohibits the employment of child labor and forced labor, rehires retired employees and hires middle-aged and elderly employees, and manages working hours and salaries in accordance with relevant regulations. The Company also pays attention to employment equality and has incorporated it into internal policies.</p> <p>(2) The Company regularly conducts office building safety inspections and fire safety seminars. In addition to organizing health examinations for employees in accordance with occupational safety and health regulations,</p>	

Evaluation Item	Implementation Status			Deviations from “Sustainable Development Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No	Abstract Explanation	
			<p>we also hold environmental safety inspections and occupational disease checkups for high-risk workplaces and employees respectively every year to ensure the safety of our employees. To provide a work environment free of sexual harassment for employees and job seekers, we take preventive, corrective, disciplinary, and handling measures to protect the rights and privacy of people concerned.</p> <p>Investment in Social Welfare</p> <p>Upholding the idea of love without borders, the Company continues to invest in social welfare by sponsoring local cultural establishments and designer contests in the lighting industry. The Company donated lighting products to illuminate rural areas and cared for rural school children. The Company also invested manpower and funds to promote lighting knowledge (88H/44 person-times), funded social welfare institutions to support disadvantaged groups, hired local employees (accounted for 20.2% of all employees), and donated medical equipment to local hospitals and clinics to enhance community recognition, etc.</p> <p>The aforementioned risk assessment includes all companies within the group.</p>	
<p>3. Environmental Issues</p> <p>(1) Does the company establish proper environmental management</p>	✓		<p>(1) According to the Company’s operational guidelines and EU regulations, environmentally hazardous substances, such as</p>	None

Evaluation Item	Implementation Status			Deviations from “Sustainable Development Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No	Abstract Explanation	
<p>systems based on the characteristics of their industries?</p> <p>(2) Does the company endeavor to utilize all resources more efficiently and use renewable materials which have low impact on the environment?</p>	✓		<p>lead, cadmium, mercury, hexavalent chromium, brominated flame retardants - PBBs and PBDEs and other hazardous substances, were prohibited from using in products to inhibit the damage to the environment and society caused in the product life cycle. With the Company’s design and inspection, products met the requirements of RoHS and REACH. The Company will continue to comply with RoHS . The Company obtained the ISO14001-2004 certification on October 26, 2010, and completed conversion to ISO14001-2015 on October 26, 2015 (valid until October 25, 2022).</p> <p>(2) The Company has authorized qualified suppliers to be in charge of waste recycling and handling. The Company also set up recycling bins to collect resources and advised employees on recycling. Wastewater is recycled through vibration polishing and grinding. Coating powder collection tower, waste gas sprinkler maintenance and repair, and sewage treatment system projects. Also, the factory monitors the pre-discharge pool of each batch of production wastewater, which will be sent to a third-party agency for comparison and testing every month so to avoid discharge of wastewater in error that exceeds the discharge standard</p>	None

Evaluation Item	Implementation Status			Deviations from “Sustainable Development Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No	Abstract Explanation	
(3) Does the company assess the potential risks and opportunities arising from climate change at present and in the future and take related countermeasures?	✓		and to comply with local environmental protection regulations. (3) The Company has preliminarily identified climate-related risks, including unstable supply of hydropower, the development cost of energy-saving and carbon-reducing products, and the risks and opportunities of natural disasters (typhoons and floods). Corresponding measures include production equipment and hardware process changes, continuous investment in the development of energy-saving products, and replacing outdated production machinery and pumping equipment with maintenance services performed regularly.	None
(4) Does the company calculate the greenhouse gas emissions, water consumption, and total weight of waste over the past two years and establish the policies with regard to energy conservation and carbon reduction, greenhouse gas reductions, water consumption, and waste management?	✓		(4) The company compiled the statistics on the greenhouse gas emission, water consumption and waste weight from the past 2 years. Please refer to the following Table 1~3 for statistics and explanation. The Utilities Conservation Management Regulations have been formulated to specify management approaches and units in charge at factories and set the target at 2%, and wastes at 5% for 2023. The Company has currently completed the introduction of hardware automation equipment and silane pre-Treatment for coating, electric control box alteration, carbonization	None

Evaluation Item	Implementation Status			Deviations from “Sustainable Development Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons																									
	Yes	No	Abstract Explanation																										
			<p>furnace exhaust pipe, coating exhaust treatment, improvement project on paint mixing room, installation of active charcoal filter, as well as environmental projects and continued to improve manufacturing processes. In addition, the Company has formulated the "Environmental Impact Management Procedures" to enhance energy conservation and carbon reduction, environmental protection, and waste reduction. The following information has not be verified by third party but the administration unit reports utilities consumption for analysis and review in monthly meetings.</p> <p>Table 1: Greenhouse Gas Emission in last 2 years (Scope 1 and Scope 2 include overseas plans)</p> <p style="text-align: right;">unit : KgCO2</p> <table border="1"> <thead> <tr> <th>Year</th> <th>Scope 1</th> <th>Scope 2</th> <th>Scope 1 + Scope 2</th> <th>Emissions per unit output value (NT\$ thousand)</th> </tr> </thead> <tbody> <tr> <td>2022</td> <td>214,131</td> <td>1,432,725</td> <td>1,646,855</td> <td>3.232</td> </tr> <tr> <td>2023</td> <td>230,073</td> <td>1,392,425</td> <td>1,622,498</td> <td>3.479</td> </tr> <tr> <td>Difference</td> <td>15,942</td> <td>-40,300</td> <td>-24,357</td> <td>0.247</td> </tr> <tr> <td>%</td> <td>7.44%</td> <td>-2.81%</td> <td>-1.48%</td> <td>7.64%</td> </tr> </tbody> </table> <p>The total greenhouse emission in scope 1 and scope 2 of</p>	Year	Scope 1	Scope 2	Scope 1 + Scope 2	Emissions per unit output value (NT\$ thousand)	2022	214,131	1,432,725	1,646,855	3.232	2023	230,073	1,392,425	1,622,498	3.479	Difference	15,942	-40,300	-24,357	0.247	%	7.44%	-2.81%	-1.48%	7.64%	
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Evaluation Item	Implementation Status			Deviations from “Sustainable Development Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons										
	Yes	No	Abstract Explanation											
			<p>2023 was 1,646,855 KgCO₂e, the emission per unit output value is 3.479kgCO₂e/NT\$ thousand, which mainly came from the power emission in scope 2, accounting for 85.82% of the aforementioned emission, followed by the gas emission used for the processing of Scope 1, accounting for 12.11%. The 2023 greenhouse gas emission was decreased by 24,357kgCO₂e, down 1.48%, compared with that in 2022. The main reason being that the decreased production in 2023 led to the decrease in gas and power consumption used by the processing, while the greenhouse gas emission also relatively decreased. However, in terms of emissions per unit output value, there was an increase of 7.64% in 2023 compared with 2022.</p> <p>Table 2: Statistics of Water Consumption</p> <p style="text-align: right;">unit : m³</p> <table border="1"> <thead> <tr> <th>Year</th> <th>2022</th> <th>2023</th> <th>Difference</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Water consumption</td> <td>54,518</td> <td>47,183</td> <td>-7,335</td> <td>-13.45</td> </tr> </tbody> </table> <p>Identification reveals that water consumption for hardware vibration and grinding, water consumption for pre-coating treatment, and employee living water ranked the top three water consumption. The water consumption for hardware</p>	Year	2022	2023	Difference	%	Water consumption	54,518	47,183	-7,335	-13.45	
Year	2022	2023	Difference	%										
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Evaluation Item	Implementation Status			Deviations from “Sustainable Development Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons																											
	Yes	No	Abstract Explanation																												
			<p>vibrating and grinding has been introduced with waste water recycling equipment, where generated waste water undergoes flocculation, sludge separation, before returning. The two sand-blasters are introduced to polish some processing previously done by sand-blasters in order to reduce water consumption. The water consumption for pre-coating treatment cuts down the spillover water under operation standards to centralize the production process. At the same time, due to the decrease in production and number of employees, water consumption decreased by 13.45% compared with 2022, which exceeded the annual $\pm 2\%$ predetermined target value.</p> <p>Table 3: Wastes Statistics</p> <p style="text-align: right;">unit : ton</p> <table border="1"> <thead> <tr> <th rowspan="2">Year</th> <th colspan="2">Non-Hazardous Wastes</th> <th rowspan="2">Hazardous Wastes</th> <th rowspan="2">Total</th> </tr> <tr> <th>Household waste</th> <th>General production waste</th> </tr> </thead> <tbody> <tr> <td>2022</td> <td>66.09</td> <td>13.38</td> <td>34.34</td> <td>113.81</td> </tr> <tr> <td>2023</td> <td>64.10</td> <td>22.02</td> <td>26.55</td> <td>112.67</td> </tr> <tr> <td>Difference</td> <td>-1.99</td> <td>8.64</td> <td>-7.79</td> <td>-1.14</td> </tr> <tr> <td>%</td> <td>-3.01%</td> <td>64.57%</td> <td>-22.68%</td> <td>-1.00%</td> </tr> </tbody> </table>	Year	Non-Hazardous Wastes		Hazardous Wastes	Total	Household waste	General production waste	2022	66.09	13.38	34.34	113.81	2023	64.10	22.02	26.55	112.67	Difference	-1.99	8.64	-7.79	-1.14	%	-3.01%	64.57%	-22.68%	-1.00%	
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Evaluation Item	Implementation Status			Deviations from “Sustainable Development Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No	Abstract Explanation	
			<p>Corporate wastes are treated separately by non-hazardous wastes and hazardous wastes. In particular, the former accounts for the majority of treatment and the hazardous wastes mainly consist of the coating dregs and surface treatment sludge, which are consigned to external professional companies for cleaning and treatment. Hazardous waste was decreased significantly in 2023 compared with 2022. In addition, due to more detailed and accurate classification of production waste, only general production waste was increased the most throughout the year. The total amount of waste in 2023 decreased by 1.00% compared with 2022, and the total decrease did not exceed $\pm 5\%$ of the predetermined target value. Recently, the system of waste classification has been widely promoted in overseas plants in order to improve employees’ awareness of environmental protection and developing habits of classifying the wastes. Meanwhile, the suppliers are encouraged to recycle the package for reuse, thereby to reduce the amount of wastes and recycle for reuse.</p>	
<p>4. Social Issues (1) Does the company formulate appropriate management policies and procedures according to</p>	✓		<p>(1) The company has formulated human rights protection policies and concrete management plans based on international human rights conventions and disclosed them</p>	None

Evaluation Item	Implementation Status			Deviations from “Sustainable Development Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No	Abstract Explanation	
<p>relevant regulations and the International Bill of Human Rights?</p> <p>(2) Does the company establish and offer proper employee benefits (including compensation, leave, and other benefits) and reflect the business performance or results in employee compensation appropriately?</p>	✓		<p>on the company's website. The Company strictly prohibits the use of child labor and discrimination in employment and includes them in relevant employee appointment regulations. The Company has set up an "Opinion Box" as a complaint channel to strengthen the labor-management relationship, and handles employee complaints in accordance with the "Employee Work Rules." A document management website is also in place to promptly announce to employees the company's policies and regulations. The “Regulations for Establishing Measures on Prevention of Sexual Harassment in the Workplace” has been amended this year with complaint channels and handling procedures provided to ensure a safe employment environment.</p> <p>(2) Description of Employee Benefits</p> <p>a. Employee Remuneration</p> <p>The employee remuneration is appropriated from 5%~15% of the company surplus for current year, if any, in accordance with the provisions prescribed in Articles of Incorporation. The year-end bonus system takes comprehensive consideration of the operation conditions of the current year before determining the base of annual bonus, and is calculated and distributed to all employees</p>	None

Evaluation Item	Implementation Status			Deviations from “Sustainable Development Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No	Abstract Explanation	
			<p>according to the employee seniority and annual performance weight. The system will encourage all employees to work for the company objectives. A special budget connecting the company management and personal work performance will be appropriated to different staff in design, production and sales/marketing through various rewards. For example, the employee stock options, performance bonus and production bonus. Each revenue center takes revenue and product gross profit into consideration to stipulate different appropriation rate as performance commission bonuses.</p> <p>b. Other benefit measures</p> <p>To take full care of employees and protect their living conditions, the Company provides basic security by law and provide or sponsor the promotion of various benefit plan. The occupational welfare commission is incorporated to take charge of the planning and execution of different occupational welfare matters. For example, the three major lunar calendar holidays, labor’s day, birthdate, wedding, giving birth, emergency rescue, funeral subsidies, monthly birthday celebration, and employee travel subsidy as well as other occupational benefits.</p>	

Evaluation Item	Implementation Status		Abstract Explanation	Deviations from “Sustainable Development Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No		
			<p>Additionally, free health examination programs for employees, supervisor health examination grants, and transportation allowance and free parking space for supervisors are also offered. For personnel dispatched overseas, their spouses will be offered subsidy for transportation and accommodation. The Company also offers incentive leave for female giving birth, birthday leave, parental leave, only child care leave, senior employee rewards as well as other benefits.</p> <p>c. Workplace diversification and equality</p> <p>The Company is committed to implement the remuneration criteria for men and women with the same work and same pay, with equality in promotion. In 2023, the female employees account for 48.9% of all employees of the group. The number of female managers accounted for 35.3% among middle-level and senior-level managers and accounted for 44.7% among junior-level managers. At the same time, the Company considers the employment of mid-life and old-aged employees. The number of employees who are more than 50 years old accounted for 8.9%, those are 30~50 years old accounted for 66%, and those who are under 30 years old accounted for 25.1%.</p>	

Evaluation Item	Implementation Status			Deviations from “Sustainable Development Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No	Abstract Explanation	
(3) Does the company provide a healthy and safe working environment and organize training on health and safety for its employees on a regular basis?	✓		<p>The Company values employees’ rights by providing employee opinion response platform and sharing profits with employees, in order to maintain excellent work condition and environment.</p> <p>d. Total remuneration policy</p> <p>The Company takes consideration of the corporate finance and operation each year, consumer price index, and the salary base adjusted by the government each year to evaluate the annual salary adjustment program. Also, department heads may individually recommend outstanding employees for promotion in accordance with regulations in January and July every year, which will take effect in the following month.</p> <p>(3) The Company organizes related activities on a regular basis. Inspection to public safety of buildings is conducted biennially (conducted in August, 2023), occupational disease hazardous factor testing in factory environment (conducted in Mar.), secondary training for factory safety management personnel (conducted in Oct.), fire safety and emergency rescue seminar (conducted in Jun. and Sep.), employee health examination(conducted in May) are conducted annually to provide a safe and healthy working environment. The factory instituted the Regulations</p>	None

Evaluation Item	Implementation Status			Deviations from “Sustainable Development Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No	Abstract Explanation	
			<p>Governing Safety and Health Control, which was approved by the President. The Responsibility for Safe Production was implemented to clarify each department’s responsibility for safe production. This year, seminars on safety and 6S for a total of 3,181.5 hours were organized for China-based employees to improve their awareness of safety. There were two occupational safety accident occurred in overseas factory in 2023, and the injury of 2 people accounted for 0.27% of total employees. There is one incident more reported this year compared with 2022. Provide assistance to injured employees during the medical treatment period for them to get well. The ISO45001:2018 occupational health and safety management system was introduced in some factories in 2021 (valid from June 28, 2021 to June 27, 2024). According to the China’s Regulations Governing Prevention and Control of Occupational Diseases, workers holding special posts shall participate in the health examination every year to prevent occupational diseases. In addition, the Company regularly assign the third party to conduct factory environmental safety inspection (including noise, wastewater, and exhaust monitoring). Each month, the third party inspects the wastewater disposed of coating production and executes monthly safety production accident screening to prevent the working environment from health</p>	

Evaluation Item	Implementation Status			Deviations from “Sustainable Development Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No	Abstract Explanation	
(4) Does the company provide its employees with career development and training sessions?	✓		<p>hazards. There has been zero (0) fire incident and casualty reported this year.</p> <p>(4) The Company encouraged employees to participate in in-service training sessions and job rotation to build up their competences and the second specialty. Every year, each department has a plan and budget for training sessions to conduct pre-work, on-the-job, and dispatch training, in order to provide training for employees and encourage employees with certification in work related competence. The total training hours for 2023 reached 3,960.5H.</p>	None
(5) Does the company follow relevant laws, regulations and international guidelines for the customer health and safety, customer privacy, and marketing and labeling of its products and services and establish related consumer protection policies and grievance procedures?	✓		<p>(5) The Company sold and labeled its products according to the requirements of customers’ countries, such as safety requirements and RoHS. To improve customer satisfaction, the Company complied with national safety regulations and ISO specifications covering every stage from R&D to sales. The Company also set up the regulations governing handling of customer complaints, which specify how to handle appeals and complaints against products, proposals or customer dissatisfaction. In addition, the Company will hold a survey of customer satisfaction every year to understand the level of recognition and opinions and issues provided by customers and to facilitate the relationship</p>	None

Evaluation Item	Implementation Status			Deviations from “Sustainable Development Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No	Abstract Explanation	
(6) Does the company establish the supplier management policies requesting suppliers to comply with laws and regulations related to environmental protection, occupational safety and health or labor rights and supervise their compliance?	✓		<p>between the Company and customers. Meanwhile, the company also insures product liability insurance that applies to all sales region worldwide, in attempt to protect user interests in products.</p> <p>(6) Before establishing relationships or having dealings with suppliers, the Company has asked the suppliers to sign the "Supplier Code of Conduct," requiring that the suppliers should meet the regulations of the following standards: legal commitment, respect for employees' human rights, prohibiting the use of child labor, employee safety and health, and environmental protection. In case of violations, the Company can terminate the contract that has been signed or is being issued without any statutory compensation. Each year the suppliers will undergo evaluation.</p>	None
5. Does the company refer to the guidelines for the preparation of internationally accepted reports and prepare Sustainable Development reports that disclose its non-financial information? Does the company receive assurance or certification of the aforesaid reports from a third party		✓	<p>The Company did not compile the report on the Sustainable Development but has disclosed its Sustainable Development in the annual report.</p> <p>In addition, the Company has the greenhouse gas inventory and verification and the initial meeting for the preparation of the sustainability report implemented on 3.22.2024. The greenhouse gas inventory report is expected to be complete in 2025Q1 as planned and the preparation of the sustainability report is</p>	The preparation of the sustainability report is expected to be completed in May 2025 as planned.

Evaluation Item	Implementation Status			Deviations from “Sustainable Development Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No	Abstract Explanation	
accreditation institution?			expected to be completed in May 2025.	
<p>6. If the Company has established the Sustainable Development principles based on “the Sustainable Development Best-Practice Principles for TWSE/TPEX Listed Companies”, please describe any discrepancy between the Principles and their implementation: The Company has established its Sustainable Development Best Practice Principles according to the Sustainable Development Best-Practice Principles for TWSE/TPEX Listed Companies and operated for the purpose of fulfilling its corporate social responsibility.</p>				
<p>7. Other important information to facilitate better understanding of the company’s Sustainable Development practices :</p> <ol style="list-style-type: none"> 1. The Company has established the environmental protection system to meet the local regulations of wastewater arising from production and has invested in the project for the wastewater treatment, including automated improvement in wastewater and phosphorus and chromium removal. The Company also purchased the wastewater inspection equipment to check the compliance before emission. In addition, the Company has invested in the projects for the reduction in exhaust and hazardous waste. The overseas plants have been selected by local governments at the end of 2021 as the 2020 “Enterprise of Environmental Protection Excellence.” 2. The Company obtained ISO14001:2004 certification on October 26, 2010 and completed ISO14001:2015 certification renewal on October 26, 2022 (valid October 25, 2025). Some factories in Mainland China obtained ISO45001:2018 certification on June 28, 2021 (valid June 27, 2024), in order to achieve the goals of "ISO14001:2015 Environmental Management System", "ISO45001:2018 Occupational Health and Safety Management" and "Cleaner Production". The Company has instituted the Handbook for Control of Quality and Environmentally Hazardous Substance to meet the local regulations in terms of environment, safety and health. Every year, the Company arranges the occupational health examination for workers that are likely to be exposed to occupational hazards and obtains the summary report on the occupational health examination. 3. The Company has established the ACW-003 Guidelines for Supplier Control, Evaluation, and Assessment to conduct spot checks on materials or engage third-party organizations (e.g., SGS, TUV, and ITS) for verification. In accordance with the RoHS directive and REACH, new material samples provided by the suppliers should be fully tested by the Company's quality assurance department. The qualified suppliers are still required to undergo batch RoHS spot checks according to the risk level of the material every six months to ensure the compliance of the Company's products. If materials reviewed or tested do not comply with the RoHS directive or REACH, the suppliers should immediately improve the non-conforming items and provide an improvement report or test report. In addition to evaluating the suppliers twice a year, the 				

Evaluation Item	Implementation Status			Deviations from “Sustainable Development Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No	Abstract Explanation	
<p>Company conducts daily evaluations. When unqualified returns exceed 30% of a shipment, the Company should immediately ask the suppliers to improve within the deadline. If three material quality incidents occur consecutively, the partnership will be terminated. The company also requires suppliers of chemicals (paints, electroplating, anodes, etc.) to provide material certificates, material safety data sheets (MSDS), business licenses, pollutant discharge permits (exhaust gas, wastewater, and solid waste) and hazardous waste transfer orders in order to manage and control hazardous chemical suppliers. The suppliers are also required to conduct the self-evaluation with the "Environmental Impact Assessment Questionnaire" designed by the Company. The questionnaire will be used as a reference for supplier evaluation. The Company has established the Environmental Protection Proposal, which require suppliers to comply with environmental laws and regulations, and upholds the policy of prevention and control in terms of environmental protection and safety.</p> <p>4. In response to environmental protection, the Company required that employees should replace paper with electronic files and start the electronic invoice operations in 2018, and gradually promoted the electronic approval process and paper recycling for reuse.</p> <p>5. Fulfillment of other CSR and social welfare in 2023 are as following</p> <p>(1) Donated 150,000 NTD to Lighting Society Taiwan for lighting education promotion in Jan.</p> <p>(2) In January, Guangdong Province Jucheng Charity Fund: Xiaolan Town purchased medical equipment for RMB150,000.</p> <p>(3) In March, entertained students from the Interior Design Department of Chung Yuan University (44 students) for a lecture on lighting knowledge and lighting experience (2H).</p> <p>(4) In May, donated a batch of lamps to Faxiang Elementary School in Renai Township, Nantou County, taking actions to illuminate rural land and care for students in rural area for an amount of NT\$17,093.</p> <p>(5) Donated 100,000 NTD in Oct. to the Andrew Center of Diocese of Hualien, Catholic Church.</p> <p>(6) Donated 100,000 NTD for funding the construction of “Andrew Nursing Home” to Diocese of Hualien, Catholic Church in Oct. to raise welfare for aged and physical and mental challenged.</p> <p>The Company would continue to fulfill its corporate social responsibility through practical actions.</p>				

Planning and building factories at dispersed locations

Implementation of Climate-Related Information

Item	Implementation status
<p>1. Describe the Board of Directors' and management's oversight and governance of climate-related risks and opportunities.</p>	<p>The Company's Board of Directors is the highest decision-making unit for risk management and continues to pay attention to issues related to climate change and to recognize the risks and opportunities associated with climate change. The Company will establish a Sustainability Committee, with relevant members responsible for formulating, promoting, and strengthening action plans and capital expenditures for important policies on sustainable development (including climate-related issues), and reviewing, tracking, and revising the status of implementation and effectiveness of sustainable development, and will report them to the Board of Directors.</p>

Item	Implementation status		
<p>2. Describe how the identified climate risks and opportunities affect the business, strategy, and finances of the business (short, medium, and long term).</p>	Risk Factors	Financial and Business Impact	Period and Response Strategy
	<p>Extreme weather events</p>	<ul style="list-style-type: none"> • Increase in operating costs • Decrease in revenue • Loss of assets • Disaster casualties 	<p>Short-term: Control meteorological information in real time and formulate emergency response plans for various types of extreme weather.</p> <p>Medium-term: Evaluate production sites to address extreme weather risks and implement mitigation measures.</p> <p>Long-term: When Planning and building factories at dispersed locations, incorporate climate change factors into the construction process.</p>

Item	Implementation status		
Continued	Risk Factors	Financial and Business Impact	Period and Response Strategy
<p>2. Describe how the identified climate risks and opportunities affect the business, strategy, and finances of the business (short, medium, and long term).</p>	<p>Transition risks such as revision of environment related laws and regulations</p>	<ul style="list-style-type: none"> • Increase in operating costs • Increase in R&D expenses • Increase in capital expenditure 	<p>Short-term: Greenhouse gas inventory and control, planning for low-carbon products and energy-saving equipment renewal programs, and material recycling..</p> <p>Medium-term: Invest in research and development of low-carbon products and purchase energy-saving equipment and low-carbon raw materials</p> <p>Long-term: Develop in the direction of zero carbon emissions.</p>

Item	Implementation status		
Continued 2. Describe how the identified climate risks and opportunities affect the business, strategy, and finances of the business (short, medium, and long term).	Opportunity Factors	Financial and Business Impact	Response Strategy
	R&D and innovation of low-carbon products	<ul style="list-style-type: none"> • Increase in revenue due to higher demand for low-carbon products 	Continue to invest in the research and development of low-carbon products, and evaluate the use of raw materials with the low-carbon footprint when purchasing raw materials.
	Promotion of low-carbon production	<ul style="list-style-type: none"> • Reduction in operating costs due to savings in energy consumption 	Purchase energy-saving equipment, formulate energy-saving policies and improve energy efficiency to reduce energy consumption and save operating costs.

Item	Implementation status
<p>3. Describe the financial impact of extreme weather events and transformative actions.</p>	<p><u>Extreme weather events</u></p> <p>The Company has assessed that extreme weather events, such as water shortages, typhoons and heavy rainfall, may cause disruptions in plant operations, increase in operating costs, decrease in revenues and loss of assets in the financial aspect. The Company will formulate emergency contingency plans for various types of extreme weather events to avoid the risk of impacts, and will continue to pay attention to the impacts of the weather to respond to and review the situation in a timely manner.</p> <p><u>Transformative actions</u></p> <p>As environmental laws and regulations are becoming more stringent and low-carbon products are becoming a trend, low-carbon transformation has become an important goal. Among them, the control of carbon fees and total greenhouse gas emissions, the regulation of renewable energy, and changes in consumer preferences may increase production and research and development costs, or reduce sales volume. The Company will implement measures such as research and development of low-carbon products, formulating an energy policy, and upgrading energy-saving equipment, so as to comply with the regulations and move forward towards the goal of zero emission.</p>

Item	Implementation status
4. Describe how climate risk identification, assessment, and management processes are integrated into the overall risk management system.	The Company's Board of Directors is the highest decision-making body for risk control and directly supervises the Company's risk governance structure. For the purpose of sound risk assessment and strengthening the management function, the company's management will be responsible for identifying and managing risks in various operations of the company, including physical and transition risks that may be brought about by climate change.
5. If scenario analysis is used to assess resilience to climate change risks, the scenarios, parameters, assumptions, analysis factors and major financial impacts used should be described.	As of the printing date of the annual report, the Company has not yet used the scenario analysis to evaluate the resilience to climate change risk, and the Company will disclose the implementation status in the annual report and ESG Sustainability Report in the future.
6. If there is a transition plan for managing climaterelated risks, describe the content of the plan, and the indicators and targets used to identify and manage physical risks and transition risks.	As of the printing date of the annual report, the Company does not have a restructuring plan to manage climate-related risks, which will be disclosed in the annual report and ESG Sustainability Report based on the status of implementation in the future.

Item	Implementation status
7. If internal carbon pricing is used as a planning tool, the basis for setting the price should be stated.	As at the date of the annual report, the Company has not used internal carbon pricing as a planning tool.
8. If climate-related targets have been set, the activities covered, the scope of greenhouse gas emissions, the planning horizon, and the progress achieved each year should be specified. If carbon credits or renewable energy certificates (RECs) are used to achieve relevant targets, the source and quantity of carbon credits or RECs to be offset should be specified.	The company will start up the greenhouse gas inventory plan in the base year of 2024 to identify emission sources and calculate carbon emissions for Categories 1, 2, and 3, so as to identify the hot emission sources to effectively control greenhouse gas emissions. The company also regularly reports the progress of the inventory plan to the board of directors and discloses the implementation status in the annual report.
9. Greenhouse gas inventory and assurance status and reduction targets, strategy, and concrete action plan.	The company will implement the greenhouse gas inventory plan in 2024, but has not yet planned to confirm the information, and will disclose the relevant information in accordance with the Sustainable Development Roadmap published by the Financial Supervisory Commission in the future.

3.3.6 Ethical Corporate Management and Deviations from “the Ethical Corporate Management Best-Practice Principles for TWSE/TPEX Listed Companies”

Evaluation Item	Implementation Status			Deviations from “the Ethical Corporate Management Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No	Abstract Illustration	
1.Establishment of ethical corporate management policies and programs				
(1) Does the company establish the ethical corporate management policies approved by the Board of Directors, and declare its ethical corporate management policies and procedures in its guidelines and external documents, as well as the commitment from its board and senior management to implement the policies?	✓		(1) The Company has established the Ethical Corporate Management Best Practice Principles, which were approved in the shareholders’ meeting on May 23, 2011(amended on July 26, 2019), and has disclosed the Principles on its website and Market Observation Post System. The Board members and senior management have signed the commitment to actively implementing the ethical corporate management policies.	None
(2) Does the company establish a risk assessment mechanism against unethical conduct, analyze and assess on a regular basis business activities within its business scope which are at a higher risk of being involved in unethical conduct, and establish prevention programs accordingly, which shall at least include the preventive	✓		(2) For business activities within its business scope which are at a higher risk of being involved in unethical conduct, the Company expressly stipulates in the employment agreement that unethical conduct set forth in "Subparagraph 2, Article 7 of the Ethical Corporate Management Best Practice Principles." Major proposals are reviewed through the Board operation and in accordance with the principles of avoidance of	None

Evaluation Item	Implementation Status			Deviations from “the Ethical Corporate Management Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No	Abstract Illustration	
<p>measures specified in Paragraph 2, Article 7 of the "Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies"?</p> <p>(3) Does the company specify in its prevention programs the operating procedures, guidelines, punishments for violations, and a grievance system and implement them and review the prevention programs on a regular basis?</p>	✓		<p>conflicts of interest to ensure open and transparent decision-making. Additionally, the employees may not accept gifts or cash from customers or suppliers but should hand it over to the management for collective handling.</p> <p>(3) The Company has established the Procedures for Ethical Management and “Regulations Governing Handling Reported Illegal and Unethical or Dishonest Conduct.” The Company proposed the ethical management policy through training, combined the policy with the evaluation of employees’ performance, and set up the clear and effective reward and disciplinary policy. Anyone may file appealing to independent directors, managers of internal auditors, spokesmen or representatives of labor-management meeting when discovering any act violating integrity, which, upon verification, will impose the punishments in accordance with internal policies and related laws and regulations.</p>	None
2.Fulfill operations integrity policy				

Evaluation Item	Implementation Status			Deviations from “the Ethical Corporate Management Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No	Abstract Illustration	
(1) Does the company evaluate business partners’ ethical records and include ethics-related clauses in business contracts?	✓		(1) Before developing a commercial relationship with another party in commercial dealings, the Company shall evaluate the legality and ethical management policy of the party and ascertain whether the party has a record of involvement in unethical conduct, in order to ensure that the party conducts business in a fair and transparent manner and will not request, offer, or take bribes.	None
(2) Does the company establish an exclusively (or concurrently) dedicated unit supervised by the Board to be in charge of corporate integrity and regularly (at least once every year) report to the Board of Directors the implementation of the ethical corporate management policies and prevention programs against unethical conduct?	✓		(2) The Company has designated Administration Department as the concurrently dedicated unit in charge of the making and implementing of integrity management policy prevention plans, and reporting the result of implementation to the Board of Directors once a year on a regular basis. The implementation of corporate integrity in 2023 was reported to the Board of Directors on December 20, 2023. The dedicated unit mainly takes charge of the following: I. Assist in integrating integrity and moral values into the Company's business strategies and formulate anti-fraud measures in line with relevant laws and regulations to ensure ethical corporate management.	None

Evaluation Item	Implementation Status			Deviations from “the Ethical Corporate Management Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No	Abstract Illustration	
(3) Does the company establish policies to prevent conflicts of interest and provide appropriate communication channels, and implement it?	✓		<p>II. Formulate prevention programs against unethical conduct and establish the standard operating procedures and code of conduct in each program.</p> <p>III. Plan internal organization, staffing, and responsibilities and establish mutual supervision mechanisms for business activities within the business scope which are at a higher risk of being involved in unethical conduct.</p> <p>IV, Promote and organize training on ethical corporate management policies.</p> <p>V. Develop a whistle-blowing system and ensure its effectiveness.</p> <p>VI. Assist the Board of Directors and management in checking and evaluating whether the preventive measures established are operating effectively, and regularly prepare reports on compliance with relevant business processes.</p>	None

Evaluation Item	Implementation Status			Deviations from “the Ethical Corporate Management Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No	Abstract Illustration	
(4) Has the company established effective systems for both accounting and internal control to facilitate ethical corporate management, and had its internal audit unit, based on the results of assessment of the risk of involvement in unethical conduct, devised relevant audit plans and audited the compliance with the prevention programs accordingly or entrusted a CPA to conduct the audit?	✓		<p>discussion and voting, where there is a likelihood that the interests of this Corporation would be prejudiced. In 2023, some directors had a stake in 5 proposals at the board meeting and recused themselves from the voting.</p> <p>(4) The Internal Audit Room audited the implementation of the Company’s accounting system, internal control system, results of risk assessment on unethical conduct, and ethical management in accordance with the Regulations Governing Establishment of Internal Control Systems by Public Companies and the Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies.</p> <p>In addition, lighting imported by the Company was tested and certified by the Electronics Testing Center to ensure the safety of lighting. In 2023, the Company had 122 newly certified electrical appliances with the certification process implemented by the Materials Department. The factory in mainland China conducted CCC product verification and renewal for: 2 fixed</p>	None

Evaluation Item	Implementation Status			Deviations from “the Ethical Corporate Management Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No	Abstract Illustration	
(5)Does the company regularly hold internal and external educational trainings on operational integrity?	✓		<p>lamps and 3 recessed lamps.</p> <p>On April 7, 2022, the Company amended Article 10 of the Corporate Governance Code and regulated in Article 13-1 of the Procedures for Handling Internal Material Information that directors are not allowed to trade in the Company's shares during the book closure period 30 days before the announcement of the annual report and 15 days before the announcement of the quarterly report. In order to prevent non-compliance, the Company sent an email reminder 5 days before the book closure date. The publication dates of the Company's 2023Q4, 2023Q1, 2023Q2 and 2023Q3 financial reports were on February 23, April 27, July 27 and October 26, 2023, and the Company sent email reminders on January 8, April 7, July 7 and October 6, 2023, respectively.</p> <p>(5)In 2023, 287 personnel of the Company had attended internal and external education and courses regarding integrity management (including integrity management regulations and safety certification, accounting systems and internal control and other related ones) for 611</p>	None

Evaluation Item	Implementation Status			Deviations from “the Ethical Corporate Management Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No	Abstract Illustration	
			<p>hours.</p> <p>In 2023, the Company scheduled internal and external training courses for directors, managers, and related parties of material information. The content of the courses includes 49 hours in total of insider trading act, applicable investment, the framework of regulations, scope of material impact and information, and recognition and penalties of insider trading period. The presentation and video of internal training courses are uploaded to the internal employee system for review at any time.</p>	
<p>3.Operation of the integrity channel</p> <p>(1) Does the company establish both a reward/punishment system and an integrity hotline? Can the accused be reached by an appropriate person for follow-up?</p>	✓		<p>(1) The Company has established the Regulations Governing Handling of Reported Illegal and Unethical or Dishonest Cases and set up the unit in charge (spokesman, labor conference representative, and audit supervisor) based on the nature of reported cases. The informant may report a case in person, by phone or by letter. If the case is verified to be true, the related persons will be punished and the informant will be</p>	None

Evaluation Item	Implementation Status			Deviations from “the Ethical Corporate Management Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No	Abstract Illustration	
(2) Does the company establish the standard operating procedures for investigating reported misconduct, follow-up measures to be adopted after the investigation, and related confidentiality mechanisms?	✓		rewarded appropriately. (2) According to Article 5 of the Reporting Regulations, if a case is reported with the informant’s name (anonymous reporting is allowed) and information required for verification through the channel specified in the Regulations, the unit in charge shall hold the entire process of the investigation confidential.	None
(3) Does the company provide proper whistleblower protection?	✓		(3) The unit in charge shall hold the process of handling the case confidential and carry out the investigation through a separate channel. The unit in charge is also required to keep documents and files used in the investigation in good condition and protect the identity of the informant.	None
4. Strengthening information disclosure Does the company disclose its ethical corporate management policies and the results of its implementation on the company’s website and MOPS?	✓		The Company disclosed its Ethical Corporate Management Best Practice Principles and corporate governance on the company’s website and appointed a dedicated person to post information on the Company’s website (http://www.tonslight.com/tw/csr/). The Company also set up the spokesperson system, which keeps shareholders, stakeholders, and competent authorities updated at any	None

Evaluation Item	Implementation Status			Deviations from “the Ethical Corporate Management Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No	Abstract Illustration	
			time.	
5.Principles for TWSE/TPEX Listed Companies, please describe any discrepancy between the policies and their implementation. No differences.				
6. Other important information to facilitate a better understanding of the company’s ethical corporate management policies (e.g., review and amend its policies).None.				

3.3.7 Corporate Governance Guidelines and Regulations

Please refer to the Company's website at <http://www.tonslight.com/tw>

3.3.8 Other Important Information Regarding Corporate Governance

The Company has instituted the Procedures for Handling Major Internal Information, which were approved by the Board of Directors on May 15, 2009 (amended on April 07, 2022) and specify that directors, managers, and employees shall not disclose to others the major internal information which they are aware of, or make an inquiry about major internal information or collect undisclosed major internal information that is irrelevant with their personal duties with those who are aware of such information and that directors, managers, and employees shall not disclose to others undisclosed major internal information which they are aware of due to reasons other than the performance of their duties.

Newly-hired employees of the Company were enrolled in the training program and the Procedures for Handling Major Internal Information were posted on the Intranet (document and information sharing system/internal control regulations) for reference. The Procedures were proposed in business meetings from time to time. Newly-elected managers and directors would receive regulation-related documents by e-mail to avoid the insider trading.

To fulfill Sustainable Development utmost, the Company had established a Sustainable Development organization structure in February of 2017. It has separately arranged and assigned work functions for corporate governance, customer care, environmental protection, and employee and social care issues.

3.3.9 Internal Control Systems

TONS LIGHTOLOGY INC. Statement of Internal Control Systems

February 27, 2024

The Statement and Self-appraisal to the Internal Control Systems of the Company in 2023 are as the following:

1. The Company has firmly acknowledged that the establishment, implementation and maintenance of its internal control systems shall be the responsibility of the Board of Directors and managers. The Company has established such systems with the purpose to provide assurance in terms of operational effectiveness and efficiency (including profitability, performance and asset security, etc.), reliability, timeliness and transparency of press release, and compliance with relevant regulations.
2. Due to inherent limitations within the nature of the internal control systems, regardless of how well it is designed, an internal control system which is considered to be effective and efficient can only provide reasonable assurance of the achievement of the aforesaid three objectives. In addition, the effectiveness of the internal control system may also vary due to changes of the overall environment and circumstances. However, the Company's internal control system is equipped with the self-monitoring mechanism. Once a defect is detected and identified, the Company would instantly take correction measures.
3. The Company determines the effectiveness and efficiency of designing and implementation of the internal control system based on the criteria specified in “Regulations Governing Establishment of Internal Control Systems by Public Companies” (referred as “Regulations Governing Internal Control Systems” herein after). The criteria adopted by the “Regulations Governing Internal Control Systems” for determination of effectiveness and efficiency of designing and implementation of the internal control systems shall be the following five elements from the process of management control: 1. control environment, 2. risk assessment, 3. control operations, 4. information and communication, and 5. supervision operations. Each element includes several items. Please refer to the “Regulations Governing Internal Control Systems” for details of these items.
4. The Company has adopted the preceding criteria of internal control system to determine the effectiveness and efficiency of designing and implementation of its internal control system.
5. Based on the results of the preceding assessment, the Company hereby assures that the internal control system (including its supervision and management to subsidiaries) of the Company on December 31, 2023 can reasonably achieve the preceding objectives including the comprehensive understanding of effectiveness of the business operation and the achievement of efficiency objectives, reliability, timeliness and transparency of press release, and compliance with relevant regulations.
6. The Statement shall be the main content of the Company's Annual Report and Prospectus which are publically available. If the any part of the content is found to be false or concealed, legal liabilities such those specified in Articles 20, 32, 171 and 174 of Securities and

Exchange Act shall be exerted.

7. This Statement has been approved by the Board of Directors of the Company at the meeting on February 27 of 2024 where 7 Directors attended in which 0 Directors objected and the rest approved the contents of this Statement.

TONS LIGHTOLOGY INC.

Chairman of the Board: TANG, SHIH-CHUAN

General Manager: HUNG, CHIA-CHENG

3.3.10 Major Resolutions of Shareholders' Meeting and Board Meetings

Date	Item	Major resolutions
02.23,2023	Board meeting	<ol style="list-style-type: none"> 1. Approved the proposal of distribution of 2022 managers' bonuses. 2. Approved the proposal of the 2022 incentives reserves for the Company's employees. 3. Approved the proposal of distribution of 2022 remuneration of employees and directors. 4. Approved the proposal of record date for issuance of new shares by common stock exchanged from employee stock option certificates. 5. Approved the 2022 annual internal control system statement. 6. Approved the Company's 2022 annual business operating report, individual statement and consolidated financial reports. 7. Approved the proposal of the distribution of 2022 earnings of the Company. 8. Approved the proposal of the distribution of cash dividends of the Company. 9. Approved the amendment to the Company's "Articles of Incorporation." 10. Approved the election of 7 directors (including 3 independent directors) of the 11th Board of Directors and the list of candidates for directors and handled related matters. 11. Adopted the proposal for the list of candidates for the 11th directors. 12. Approved the proposal of call for 2023 Shareholders' Meeting. 13. Approved the proposal of increasing working capital of Hong Kong Branch of TONS LIGHTOLOGY INC. 14. Approved the proposal of change the CPA due to internal job rotation of CPA of the Accounting Firm appointed by the Company. 15. Approved the proposal of the "Self-Inspection Process Standards" of the Company. 16. Approved the proposal of the "Internal Audit System" of the Company. 17. Approved the proposal of setting up Company subsidiary in Cayman Islands. 18. Approved the proposal of the Company to hire CPA Chiung-Hwa Ruan from Yuanhe Accounting Firm as the independent expert.

Date	Item	Major resolutions
		19. Approved the proposal of the Company to acquire StrongLED stocks from subsidiary Liminous Holding Incorporated.
04.07,2023	Board meeting	<ol style="list-style-type: none"> 1. Approved the proposal of the 2022 separate distribution of remuneration to directors. 2. Approved the proposal of 2022 amount of employee remuneration for managers. 3. Approved the proposal of 2022 amount of special incentives for managers. 4. Approved the proposal of the separate performance appraisal to directors and managers and the relevance and reasons of the contents and amounts of remuneration. 5. Approved the proposal of the release of new directors from non-competition restrictions. 6. Approved the proposed adjustment of the Company's direct and indirect investment in ARTSO INTERNATIONAL, INC. to simplify the investment structure. 7. Approved the proposal of adding a new "Self-Regulatory Rules for Mergers and Acquisitions Information Disclosure" of the Company. 8. Approved the proposal of the M&A and share swap with StrongLED Lighting Systems(Cayman) Co., Ltd. by the Company and its wholly-owned subsidiary TONS LIGHTOLOGY (CAYMAN) INC. 9. Approved the proposal of the M&A and share swap with StrongLED Lighting Systems(Cayman) Co., Ltd. by the Company and its wholly-owned subsidiary TONSLIGHTOLOGY (CAYMAN) INC. to increase the capital to issue common shares of the Company. 10. Approved the proposal of call for 2023 Shareholders' Meeting.
04.27,2023	Board meeting	1. Approved the proposal of 2023 Q1 Consolidated Financial Statements.
05.25,2023	Shareholders' meeting	<ol style="list-style-type: none"> 1. Adoption of the 2022 Business Report and Financial Statements 2. Adoption of the Proposal for Distribution of 2022 Profits. 3. The case to vote 7 members of the board (including 3 independent members of the board). 4. Amendments to the Company's Articles of Incorporation.

Date	Item	Major resolutions
		<ol style="list-style-type: none"> 5. Proposal for the release of new directors from non-competition restrictions. 6. Proposal of the M&A and share swap with StrongLED Lighting Systems(Cayman) Co., Ltd. by the Company and its wholly-owned subsidiary TONS LIGHTOLOGY (CAYMAN) INC.. 7. Proposal of the M&A and share swap with StrongLED Lighting Systems(Cayman) Co., Ltd. by the Company and its wholly-owned subsidiary TONSLIGHTOLOGY (CAYMAN) INC. to increase the capital to issue common shares of the Company.
05.25,2023	Board meeting	<ol style="list-style-type: none"> 1. Mandatory Chairman election due to complete re-election of directors.
07.27,2023	Board meeting	<ol style="list-style-type: none"> 1. Approved the proposal of 2023 Q2 Consolidated Financial Statements. 2. Approved the appointment of the members of the 5th Remuneration Committee of the Company. 3. Approved the amendments to the Company’s “Regulations Governing Reporting illegal, immoral, or unethical conduct.”
10.26,2023	Board meeting	<ol style="list-style-type: none"> 1. Approved the proposal of 2023 Q3 Consolidated Financial Statements. 2. Approved the amendment to the Company’s “Regulations Governing Director Remuneration and Remuneration Management.” 3. Approved the amendment to the Company’s “Regulations Governing Transactions of Affiliates, Specific Companies, and Group Enterprises.” 4. Approved the formulation of the Company’s “Nomination Committee Charter.” 5. Approved the appointment of the Company’s 1st Nomination Committee members. 6. Approved the proposal of performance assessment indicators for Board of Directors and members as well as functional committees. 7. Approved the planned capital increase and issuance of new shares due to share conversion for mergers and acquisitions. 8. Approved the ceased operations of the Company’s Hong Kong

Date	Item	Major resolutions
		<p>branch.</p> <p>9. Approved the equity disposal of ARTSO INTERNATIONAL, INC.</p> <p>10. Approved the Company's 2023 accountant fee adjustment proposal.</p> <p>11. Approved the Chairman's salary adjustment proposal.</p> <p>12. Approved the appointment of the Company's Assistant Vice President, Mr. CHANG, CHUNG- WEI.</p> <p>13. Approved the increased investment in sustainable corporate bonds of Hongbo Investment Company, the subsidiary.</p>
12.20,2023	Board meeting	<p>1. Approved the proposal of 2024 annual budget.</p> <p>2. Approved the proposal of 2024 audit projects.</p> <p>3. Approved the proposal of applying for credit applying for credit lines to Mega International Commercial Bank by the Company.</p> <p>4. Approved the proposal of record date for issuance of new shares by common stock exchanged from employee stock option certificates.</p> <p>5. Approved the transfer-in of the earnings of TITAN LIGHTING CO., LTD., an important subsidiary of the Company.</p> <p>6. Approved the accountant fees of the Company for the year of 2024 and 2025.</p>
02.27,2024	Board meeting	<p>1. Approved the proposal of distribution of 2023 managers' bonuses.</p> <p>2. Approved the proposal of distribution of 2023 remuneration of employees and directors.</p> <p>3. Approved the 2023 annual internal control system statement.</p> <p>4. Approved the Company's 2023 annual business operating report, individual statement and consolidated financial reports.</p> <p>5. Approved the proposal of the distribution of 2023 earnings of the Company.</p> <p>6. Approved the proposal of the distribution of cash dividends of the Company.</p> <p>7. Approved the election of an additional director, nomination of director candidates, and handling of related matters.</p> <p>8. Approved the list of director candidates nominated by the Nomination Committee.</p> <p>9. Approved the proposal of call for 2024 Shareholders' Meeting.</p> <p>10. Approved the capital reduction of StrongLED Lighting Systems</p>

Date	Item	Major resolutions
		<p>(Cayman) Co., Ltd. (referred to as “StrongLED” hereinafter) and Mentality International Corp (referred to as MI BVI).</p> <p>11. Approved the modification of the terms of the investment in sustainable corporate bonds of Hongbo Investment Company, the subsidiary.</p>
04.09,2024	Board meeting	<ol style="list-style-type: none"> 1. Approved the proposal of the 2023 separate distribution of remuneration to directors. 2. Approved the proposal of 2023 amount of employee remuneration for managers. 3. Approved the proposal of 2023 amount of special incentives for managers. 4. Approved the proposal of the separate performance appraisal to directors and managers and the relevance and reasons of the contents and amounts of remuneration. 5. Approved the proposal of call for 2024 Shareholders’ Meeting. 6. Approved the amendments to the Company’s “Audit Committee Charter.” 7. Approved the amendments to the Company’s “Rules of Procedures for Board of Directors Meetings.”
04.25,2024	Board meeting	<ol style="list-style-type: none"> 1. Approved the proposal of 2024Q1 Consolidated Financial Statements.

3.3.11 Major Issues of Record or Written Statements Made by Any Director or Supervisor Dissenting to Important Resolutions Passed by the Board of Directors

None

3.3.12 Resignation or Dismissal of the Company’s Key Individuals, Including the Chairman, CEO, and Heads of Accounting, Finance, Internal Audit, Director of Corporate Governance and R&D

None

3.4 Information Regarding the Company's Audit Fee and Independence

3.4.1 Audit Fee

Unit: NT\$ thousands

Accounting Firm	Name of CPA	Period Covered by CPA's Audit	Audit Fee	Non-audit Fee	Subtotal	Remarks
Pricewaterhouse Coopers Taiwan	HUNG, SHU-HUA	01 01, 2023-12 31, 2023	3,940		3,940	Quarterly report, annual report
	WANG, YU-CHUAG	01 01, 2023-12 31, 2023				
Pricewaterhouse Coopers Taiwan	HUNG, SHU-HUA	01 01, 2023-12 31, 2023		200	200	Tax return
Pricewaterhouse Coopers Taiwan	LEE, PEI-HSUAN	01 01, 2023-12 31, 2023		500	500	Registration of change
Pricewaterhouse Coopers Taiwan	LEE, PEI-HSUAN	01 01, 2023-12 31, 2023		420	420	Transfer pricing report
Pricewaterhouse Coopers Taiwan	HUNG, SHU-HUA	01 01, 2023-12 31, 2023		200	200	Pro Forma Consolidated Financial Statements, audit report on the consolidation base date, etc. related to merger and acquisition
Pricewaterhouse Coopers Taiwan	HUNG, SHU-HUA	01 01, 2023-12 31, 2023		40	40	Payroll checklist
Pricewaterhouse Coopers Taiwan	ZHONG, YUAN-YU	01 01, 2023-12 31, 2023		3,743	3,743	Legal fees for mergers and acquisitions, and submission opinion issued by the Financial Supervisory Commission

3.4.2 Replacement of CPA

The Company's financial reports were originally verified by the Company's appointed CPAs HUNG, SHU-HUA and LIU, MEI-LAN from PwC Taiwan. Due to the internal work adjustment by PwC Taiwan, the Company appointed CPAs HUNG, SHU-HUA and WANG, YU-CHUAN since Q1 of 2023.

A. Formerly Appointed CPAs

Dates of Replacement	Replacement approved by the Board of Directors on February 23, 2023.		
Reasons of Replacement	Due to internal adjustment of PwC Taiwan, the CPAs appointed by the Company is replaced since Q1 of 2023.		
Appointment terminated by the Appointor or CPAs	Situations	Parties	CPAs
	Automatically terminate the appointment		N/A
	Decline renewal of appointment		N/A
Written opinions (other than unmodified opinions) issued to auditing reports in the most recent two annual periods and the reasons of issuance	N/A		
Is there any dissent opinions against the Issuer?	Yes		Accounting principles or practices
			Disclosure of financial reports
			Scopes or steps of auditing
			Others
	No	✓	
	Descriptions		
Other disclosed matters (based on Items 1-4 to 1-7 of Subparagraph 6 of Article 10 of the Regulations)	N/A		

B. Newly Appointed CPAs

Firm Name	PwC Taiwan
Names of CPAs	WANG, YU-CHUAN / HUNG, SHU-HUA
Dates of Appointment	At the meeting on February 23 rd , 2023, the Board of Directors had approved the appointment of CPAs WANG, YU-CHUAN and HUNG, SHU-HUA since Q1 of 2023.
Potential opinions by CPAs regarding accounting methods and principles for specific transactions and financial reports and the final resolutions prior to their appointment	N/A
Written dissent opinions of newly appointed CPAs regarding formerly appointed CPAs	N/A

3.4.3 Audit Independence

The Company's Chairman, Chief Executive Officer, Chief Financial Officer, and managers in charge of its finance and accounting operations did not hold any positions in the Company's independent auditing firm or its affiliates during 2023.

3.5 Changes in Shareholding of Directors, Managers and Major Shareholders

Unit: Shares

Title	Name	2023		As of April 30, 2024	
		Holding Increase (Decrease)	Pledged Holding Increase (Decrease)	Holding Increase (Decrease)	Pledged Holding Increase (Decrease)
Director Chairman	TANG,SHIH-CHUAN	-	-	-	-
Director General Manager	HUNG,CHIA-CHENG	17,500	-	-	-
Director	CHEN,MING-HSIN	-	-	-	-
Director	HSIAO, CHEN-CHI	-	-	-	-
Independent Director	CHOU,TSUNG-NAN	-	-	-	-
Independent Director	CHOU,LIANG-CHENG	-	-	-	-
Independent Director	LEE, SHYH-CHIN	-	-	-	-
Senior Vice President	HU,CHEN-KUANG	-	-	-	-
Vice General Management	WANG,CHIH-YUAN	-	-	-	-
Assistant Vice President	KUO,CHUNG-TSU	11,000	-	-	-
Assistant Vice President	KUO,CHING-HSING	36,000	-	-	-
Assistant Vice President	CHAN,YI-CHEN	11,000	-	-	-
Assistant Vice President	HUNG,YAO-YANG	-	-	-	-
Assistant Vice President	CHANG, CHUNG- WEI	700,000	-	-	-

3.5.1 Shares Trading with Related Parties

Unit: Shares

Name	Reason for Transfer	Date of Transaction	Transferee	Relationship between Transferee and Directors, Supervisors, Managers and Major Shareholders	Shares	Transaction Price (NT\$)
-	-	-	-	-	-	-

3.5.2 Shares Pledge with Related Parties

None

3.6 Relationship among the Top Ten Shareholders

As of 03/31/2024

Name	Current Shareholding		Spouse's/minor's Shareholding		Shareholding by Nominee Arrangement		Name and Relationship Between the Company's Top Ten Shareholders, or Spouses or Relatives Within Two Degrees		Remarks
	Shares	%	Shares	%	Shares	%	Name	Relationship	
TANG, SHIH-CHUAN	3,535,633	6.10%	1,693,106	2.92%	-	-	1.YU, HUI-CHEN 2.TANG, CHENG-HAN 3.TANG, MIN 4.TANG,YUN	1.Spouse 2.Father and son 3.Father and daughter 4.Father and daughter	-
Apollo Star Group Ltd	2,906,976	5.01%	-	-	-	-	Glory City Worldwide Limited	Related party	Note 1
Representative CHANG, CHIA-JUI							CHANG SHI, PEI-CHEN	Spouse	
Glory City Worldwide Limited	2,906,976	5.01%					Apollo Star Group Ltd	Related party	Note 1
Representative CHANG SHI, PEI-CHEN							CHANG, CHIA-JUI	Spouse	
Chengmin Investment Corp. (Note 1)	1,950,182	3.36%	-	-	-	-	YU, HUI-CHEN	Director	-
Representative YU, HUI-CHEN	1,693,106	2.92%	3,535,633	6.10%	-	-	1.TANG, SHIH-CHUAN 2.TANG, CHENG-HAN 3.TANG, MIN 4.TANG,YUN	1.Spouse 2.Mother and son 3.Mother and daughter 4.Mother and daughter	

Name	Current Shareholding		Spouse's/minor's Shareholding		Shareholding by Nominee Arrangement		Name and Relationship Between the Company's Top Ten Shareholders, or Spouses or Relatives Within Two Degrees		Remarks
	Shares	%	Shares	%	Shares	%	Name	Relationship	
TANG, CHENG-HAN	1,665,987	2.87%	-	-	-	-	1.TANG, SHIH-CHUAN 2.YU, HUI-CHEN 3.TANG, MIN 4.TANG,YUN	1.Father and son 2.Mother and son 3.Brother and sister 4.Brother and sister	-
TANG, YUN	1,564,631	2.70%	-	-	-	-	1.TANG, SHIH-CHUAN 2.YU, HUI-CHEN 3.TANG, CHENG-HAN 4. TANG, MIN	1. Father and daughter 2.Mother and daughter 3. Brother and sister 4. Sisters	-
TANG, MIN	1,563,468	2.70%	-	-	-	-	1.TANG, SHIH-CHUAN 2.YU, HUI-CHEN 3.TANG, CHENG-HAN 4.TANG,YUN	1. Father and daughter 2.Mother and daughter 3. Brother and sister 4. Sisters	-
Bank SinoPac is entrusted with the investment account of Chong-Fu Investment Co., Ltd.	1,155,232	1.99%	-	-	-	-	-	-	-
HUNG, CHIA-CHENG	1,125,381	1.94%	253,131	0.44%	-	-	-	-	-

Note 1: Apollo Star Group Ltd and Glory City Worldwide Limited were with the dissolution and liquidation process completed on 2.29.2024 and 2.28.2024, respectively.

Note 2: The data shown in the table is as of the book closure date on March 31, 2024. The paid-in share capital is 57,996,587 shares.

3.7 Ownership of Shares in Affiliated Enterprises

Unit: thousands shares/ %

Affiliated Enterprises	Ownership by the Company		Direct or Indirect Ownership by Directors, Supervisors, Managers		Total Ownership	
	Shares	%	Shares	%	Shares	%
WORLD EXTEND HOLDING INC.	18,333	100.00	-	-	18,333	100.00
GREATSUPER TECHNOLOGY LIMITED	-	-	28	100.00	28	100.00
LUMINOUS HOLDING INCORPORATED	-	-	3,250	100.00	3,250	100.00
TITAN LIGHTING CO., LTD.	-	-	-	100.00	-	100.00
ZHONGSHAN TONS LIGHTING CO., LTD.	-	-	-	100.00	-	100.00
SHANGHAI TONS LIGHTOLOGY CO., LTD.	-	-	-	100.00	-	100.00
HONG-BO INVESTMENT CO., LTD.	6,000	100.00	-	-	6,000	100.00
STRONGLD LIGHTING SYSTEMS (CAYMAN) CO., LTD.	37,010	100.00	-	-	37,010	100.00
MENTALITY INTERNATIONAL CORP.			15,133	100.00	15,133	100.00
STRONGLD SMART LIGHTING (CAYMAN) CO., LTD.	-	-	4,290	100.00	4,290	100.00
STRONGLD LIGHTING SYSTEMS (SUZHOU) CO., LTD.	-	-	-	100.00	-	100.00
SHANGHAI GRANG CANYON LED LIGHTING SYSTEMS CO., LTD.	-	-	-	100.00	-	100.00

IV. Capital Overview

4.1 Capital and Shares

4.1.1 Source of Capital

A. Issued Shares

As of 04/30/2024, Unit: thousand shares, NT\$ thousands

Month/ Year	Par Value (NT\$)	Authorized Capital		Paid-in Capital		Remark		
		Shares	Amount (NT\$ thousands)	Shares	Amount (NT\$ thousands)	Sources of Capital	Capital Increased by Assets Other than Cash	Other
08/1992	1,000	5	5,000	5	5,000	Establishment	-	Note1
12/2000	1,000	20	20,000	20	20,000	Increase in 15 thousand shares by cash	-	Note2
09/2006	10	10,000	100,000	10,000	100,000	Increase in 8,000 thousand shares by cash	-	Note3
12/2006	20	14,000	140,000	14,000	140,000	Increase in 4,000 thousand shares by cash	-	Note4
06/2007	35	15,000	150,000	15,000	150,000	Increase in 1,000 thousand shares by cash	-	Note5
08/2007	75	18,000	180,000	18,000	180,000	Increase in 3,000 thousand shares by cash	-	Note6
11/2007	30	24,000	240,000	19,000	190,000	Increase in 1,000 thousand shares by cash	-	Note7
08/2008	10	24,000	240,000	21,950	219,500	Increase in 2,660 thousand shares by earnings and 290 thousand shares by employees' bonuses	-	Note8
10/2009	10 27.49	30,000	300,000	23,100	231,000	Increase in 1,097.5 thousand shares by earnings and 52.5 thousand shares by employees' bonuses	-	Note9
01/2011	63 23.5~23.9	30,000	300,000	25,597	255,968	Increase in 2,000 thousand shares by cash and 496.8 thousand shares by employee stock options	-	Note10
10/2011	10 27.18	50,000	500,000	27,205	272,050	Increase in 1,535.8 thousand shares by earnings and 72.4 thousand shares by employees' bonuses	-	Note11
01/2012	21.5~21.8	50,000	500,000	27,340	273,401	Increase in 135.1 thousand shares by employee stock options	-	Note12
05/2012	21.5~21.8	50,000	500,000	27,499	274,989	Increase in 158.8 thousand shares by employee stock options	-	Note13

Month/ Year	Par Value (NT\$)	Authorized Capital		Paid-in Capital		Remark		
		Shares	Amount (NT\$ thousands)	Shares	Amount (NT\$ thousands)	Sources of Capital	Capital Increased by Assets Other than Cash	Other
10/2012	10 28.62	50,000	500,000	29,218	292,183	Increase in 1,649.9 thousand shares by earnings and 69.5 thousand shares by employees' bonuses	-	Note14
11/2012	19.3~25.0	50,000	500,000	29,424	294,249	Increase in 206.5 thousand shares by employee stock options	-	Note15
04/2013	19.60	50,000	500,000	29,469	294,689	Increase in 44 thousand shares by employee stock options	-	Note16
06/2013	31	50,000	500,000	33,399	333,989	Increase in 3,930 thousand shares by cash	-	Note17
08/2013	10	50,000	500,000	35,167	351,670	Increase in 1,768.1 thousand shares by earnings	-	Note18
12/2013	22.9	50,000	500,000	35,187	351,868	Increase in 19.8 thousand shares by employee stock options	-	Note19
05/2014	22.9 29	50,000	500,000	35,246	352,456	Increase in 58.8 thousand shares by employee stock options	-	Note20
08/2014	10	50,000	500,000	36,303	363,029	Increase in 1,057.4 thousand shares by earnings	-	Note21
12/2014	21.2 26.9	50,000	500,000	36,698	366,979	Increase in 395 thousand shares by employee stock options	-	Note22
03/2015	21.2 26.9	50,000	500,000	36,748	367,479	Increase in 50 thousand shares by employee stock options	-	Note23
04/2015	21.2 26.9	50,000	500,000	36,961	369,609	Increase in 213 thousand shares by employee stock options	-	Note24
07/2015	10	50,000	500,000	38,070	380,698	Increase in 1,108.8 thousand shares by earnings	-	Note25
11/2015	24.9	50,000	500,000	38,138	381,378	Increase in 68 thousand shares by employee stock options	-	Note26
03/2016	24.9 24	50,000	500,000	38,218	382,180	Increase in 80.25 thousand shares by employee stock options	-	Note27
08/2016	10	50,000	500,000	38,982	389,824	Increase in 764.36 thousand shares by earnings	-	Note28
11/2016	22.7 21.9	50,000	500,000	39,069	390,689	Increase in 86.5 thousand shares by employee stock options	-	Note29

Month/ Year	Par Value (NT\$)	Authorized Capital		Paid-in Capital		Remark		
		Shares	Amount (NT\$ thousands)	Shares	Amount (NT\$ thousands)	Sources of Capital	Capital Increased by Assets Other than Cash	Other
03/2017	22.7 21.9 23.8	50,000	500,000	39,418	394,176	Increase in 348.75 thousand shares by employee stock options	-	Note30
08/2017	10	50,000	500,000	39,812	398,118	Increase in 394.18 thousand shares by earnings	-	Note31
03/2018	21.7	50,000	500,000	39,895	398,948	Increase in 83 thousand shares by employee stock options	-	Note32
01/2019	20.5	50,000	500,000	39,963	399,628	Increase in 68 thousand shares by employee stock options	-	Note33
03/2019	20.5	50,000	500,000	40,041	400,408	Increase in 78 thousand shares by employee stock options	-	Note34
11/2019	19 27.8	50,000	500,000	40,125	401,253	Increase in 84.5 thousand shares by employee stock options	-	Note35
03/2020	19 27.8	50,000	500,000	40,253	402,533	Increase in 128 thousand shares by employee stock options	-	Note36
08/2020	-	50,000	500,000	39,653	396,533	Decrease in 600 thousand shares by the cancellation of stock repurchase	-	Note37
11/2020	25.7	50,000	500,000	39,672	396,723	Increase in 19 thousand shares by employee stock options	-	Note38
03/2021	25.7	50,000	500,000	39,961	399,615	Increase in 289.25 thousand shares by employee stock options	-	Note39
08/2021	23.6	50,000	500,000	40,161	401,615	Increase in 2005 thousand shares by employee stock options	-	Note40
11/2021	23.6	50,000	500,000	40,203	402,030	Increase in 41.5 thousand shares by employee stock options	-	Note41

Month/ Year	Par Value (NT\$)	Authorized Capital		Paid-in Capital		Remark		
		Shares	Amount (NT\$ thousands)	Shares	Amount (NT\$ thousands)	Sources of Capital	Capital Increased by Assets Other than Cash	Other
03/2022	23.6	50,000	500,000	40,372	403,720	Increase in 169 thousand shares by employee stock options	-	Note42
05/2022	-	50,000	500,000	39,372	393,720	Decrease in 1,000 thousand shares by the cancellation of stock repurchase	-	Note43
01/2023	22.1	50,000	500,000	39,422	394,223	Increase in 50 thousand shares by employee stock options	-	Note44
03/2023	22.1	50,000	500,000	39,495	394,955	Increase in 73 thousand shares by employee stock options	-	Note45
12/2023	-	80,000	800,000	57,885	578,850	Increase in 18,390 thousand shares by stock swap	-	Note46
02/2024	20.9	80,000	800,000	57,997	579,966	Increase in 112 thousand shares by employee stock options	-	Note47

Note 1: The issuance of 5,000 shares with the par value of NT\$1,000 was approved by Reconstruction Department of Taiwan Provincial Government Order (81) Jian-San-Zi No. 332995 dated August 20, 1992. The par value was changed from NT\$1,000 to NT\$10 with the approval of Ministry of Economic Affairs Order Jing-Shou-Zhong-Zi No. 09532806890 dated September 11, 2006.

Note 2: The issuance of 15 thousand shares with the par value of NT\$1,000 was approved by Ministry of Economic Affairs Order Jing-Shou-Zhong-Zi No. 89543100 dated December 15, 2000. The par value was changed from NT\$1,000 to NT\$10 with the approval of Ministry of Economic Affairs Order Jing-Shou-Zhong-Zi No. 09532806890 dated September 11, 2006.

Note 3: 20 thousand shares issued previously were changed to 2,000 thousand shares and the par value of NT\$1,000 was changed to NT\$10 with the approval of Ministry of Economic Affairs Order Jing-Shou-Zhong-Zi No. 09532806890 dated September 11, 2006. Plus the registration of the change in 8,000 thousand shares issued on September 11, 2006, the total number of common stock issued was 10,000 thousand with the par value of NT\$10 and the total paid-in capital of NT\$100,000 thousand.

Note 4: Approved by Ministry of Economic Affairs Order Jing-Shou-Zhong-Zi No. 09533276850 dated Dec. 12, 2006.

Note 5: Approved by Taipei City Government Fu-Jian-Shang-Zi No. 09686097700 dated June 27, 2007.

Note 6: Approved by Taipei City Government Fu-Jian-Shang-Zi No. 09688700200 dated August 28, 2007.

Note 7: Approved by Taipei City Government Fu-Chan-Ye-Shang-Zi No. 09691489300 dated November 8, 2007.

Note 8: Approved by Ministry of Economic Affairs Order Jing-Shou-Zhong-Zi No. 09732843240 dated August 12, 2008.

Note 9: Approved by Ministry of Economic Affairs Order Jing-Shou-Zhong-Zi No. 09833261900 dated Oct. 15, 2009.

Note 10: Approved by New Taipei City Order Bei-Fu-Jing-Deng-Zi No. 1005000963 dated January 21, 2011.

Note 11: Approved by New Taipei City Order Bei-Fu-Jing-Deng-Zi No. 1005064754 dated October 14, 2011.

Note 12: Approved by New Taipei City Order Bei-Fu-Jing-Deng-Zi No. 1015002252 dated January 12, 2012.

Note 13: Approved by New Taipei City Order Bei-Fu-Jing-Deng-Zi No. 1015029007 dated May 18, 2012.

Note 14: Approved by New Taipei City Order Bei-Fu-Jing-Deng-Zi No. 1015061849 dated October 1, 2012.

Note 15: Approved by New Taipei City Order Bei-Fu-Jing-Deng-Zi No. 1015074210 dated November 27, 2012.

Note 16: Approved by New Taipei City Order Bei-Fu-Jing-Deng-Zi No. 1025022702 dated April 23, 2013.

Note 17: Approved by New Taipei City Order Bei-Fu-Jing-Deng-Zi No. 1025038935 dated June 25, 2013.
 Note 18: Approved by New Taipei City Order Bei-Fu-Jing-Deng-Zi No. 1025051230 dated August 15, 2013.
 Note 19: Approved by New Taipei City Order Bei-Fu-Jing-Deng-Zi No. 1025079090 dated December 23, 2013.
 Note 20: Approved by New Taipei City Order Bei-Fu-Jing-Deng-Zi No. 1035150087 dated May 19, 2014.
 Note 21: Approved by New Taipei City Order Bei-Fu-Jing-Deng-Zi No. 1035171410 dated August 12, 2014.
 Note 22: Approved by New Taipei City Order Bei-Fu-Jing-Deng-Zi No. 1035201178 dated December 12, 2014.
 Note 23: Approved by New Taipei City Order Xin-Bei-Fu-Jing-Deng-Zi No. 1045134519 dated March 16, 2015.
 Note 24: Approved by New Taipei City Order Xin-Bei-Fu-Jing-Deng-Zi No. 1045144890 dated April 29, 2015.
 Note 25: Approved by New Taipei City Order Xin-Bei-Fu-Jing-Deng-Zi No. 1045167748 dated July 31, 2015.
 Note 26: Approved by New Taipei City Order Xin-Bei-Fu-Jing-Deng-Zi No. 1045195683 dated November 24, 2015.
 Note 27: Approved by New Taipei City Order Xin-Bei-Fu-Jing-Deng-Zi No. 1055151272 dated March 31, 2016.
 Note 28: Approved by New Taipei City Order Xin-Bei-Fu-Jing-Deng-Zi No. 1055302995 dated August 16, 2016.
 Note 29: Approved by New Taipei City Order Xin-Bei-Fu-Jing-Deng-Zi No. 1055325642 dated November 24, 2016.
 Note 30: Approved by New Taipei City Order Xin-Bei-Fu-Jing-Deng-Zi No. 1068015582 dated March 17, 2017.
 Note 31: Approved by New Taipei City Order Xin-Bei-Fu-Jing-Deng-Zi No. 1068049364 dated August 04, 2017.
 Note 32: Approved by New Taipei City Order Xin-Bei-Fu-Jing-Deng-Zi No. 1078016307 dated March 20, 2018.
 Note 33: Approved by New Taipei City Order Xin-Bei-Fu-Jing-Deng-Zi No. 1088001976 dated January 11, 2019.
 Note 34: Approved by New Taipei City Order Xin-Bei-Fu-Jing-Deng-Zi No. 1088018188 dated March 25, 2019.
 Note 35: Approved by New Taipei City Order Xin-Bei-Fu-Jing-Deng-Zi No. 1088078734 dated November 26, 2019.
 Note 36: Approved by New Taipei City Order Xin-Bei-Fu-Jing-Deng-Zi No. 1098018921 dated March 30, 2020.
 Note 37: Approved by New Taipei City Order Xin-Bei-Fu-Jing-Deng-Zi No. 1098057961 dated August 27, 2020.
 Note 38: Approved by New Taipei City Order Xin-Bei-Fu-Jing-Deng-Zi No. 1098083442 dated November 24, 2020.
 Note 39: Approved by New Taipei City Order Xin-Bei-Fu-Jing-Deng-Zi No. 1108018112 dated March 22, 2021.
 Note 40: Approved by New Taipei City Order Xin-Bei-Fu-Jing-Deng-Zi No. 1108058495 dated August 23, 2021.
 Note 41: Approved by New Taipei City Order Xin-Bei-Fu-Jing-Deng-Zi No. 1108082509 dated November 19, 2021.
 Note 42: Approved by New Taipei City Order Xin-Bei-Fu-Jing-Deng-Zi No. 1118019905 dated March 22, 2022.
 Note 43: Approved by New Taipei City Order Xin-Bei-Fu-Jing-Deng-Zi No. 1118032812 dated May 11, 2022.
 Note 44: Approved by New Taipei City Order Xin-Bei-Fu-Jing-Deng-Zi No. 1128003410 dated January 16, 2023.
 Note 45: Approved by New Taipei City Order Xin-Bei-Fu-Jing-Deng-Zi No. 1128016438 dated March 15, 2023.
 Note 46: Approved by Ministry of Economic Affairs Jin-So-Shan-Zi No. 11230229180 dated December 26, 2023.
 Note 47: Approved by Ministry of Economic Affairs Jin-So-Shan-Zi No. 11330006280 dated February 07, 2024.

B. Type of Stock

As of 03/31/2024

Share Type	Authorized Capital			Remarks
	Issued Shares	Un-issued Shares	Total Shares	
Common Shares	57,996,587	22,003,413	80,000,000	Shares of GTSM listed companies

C. Information for Shelf Registration

None

4.1.2 Status of Shareholders

As of 03/31/2024

Item	Government Agencies	Financial Institutions	Other Juridical Persons	Domestic Natural Persons	Foreign Institutions & Natural Persons	Treasury Stock	Total
Number of Shareholders	-	3	15	11,841	18	1	11,878
Shareholding (shares)	-	14,814	2,466,760	47,009,098	8,005,915	500,000	57,996,587
Percentage	-	0.03%	4.25%	81.05%	13.80%	0.86%	100.00%

4.1.3 Shareholding Distribution Status

A. Common Shares

As of 03/31/2024

Class of Shareholding (Unit: Share)	Number of Shareholders	Shareholding (Shares)	Percentage
1 ~ 999	6,570	1,178,062	2.03
1,000 ~ 5,000	4,357	8,298,702	14.31
5,001 ~ 10,000	501	3,824,284	6.59
10,001 ~ 15,000	157	1,938,836	3.34
15,001 ~ 20,000	69	1,239,787	2.14
20,001 ~ 30,000	78	2,005,540	3.46
30,001 ~ 40,000	38	1,321,966	2.28
40,001 ~ 50,000	16	710,484	1.23
50,001 ~ 100,000	26	1,845,770	3.18
100,001 ~ 200,000	28	4,379,288	7.55
200,001 ~ 400,000	16	4,442,763	7.66
400,001 ~ 600,000	8	3,890,949	6.71
600,001 ~ 800,000	3	2,044,726	3.53
800,001 ~ 1,000,000	1	807,858	1.39
1,000,001 or over	10	20,067,572	34.60
Total	11,878	57,996,587	100.00

B. Preferred Shares

None

4.1.4 List of Major Shareholders

As of 03/31/2024

Shareholder's Name	Shares	Percentage
TANG,SHIH-CHUAN	3,535,633	6.10%
Apollo Star Group Ltd.	2,906,976	5.01%
Glory City Worldwide Limited	2,906,976	5.01%
Chengmin Investment Corp.	1,950,182	3.36%
YU, HUI-CHEN	1,693,106	2.92%
TANG, CHENG-HAN	1,665,987	2.87%
TANG, YUN	1,564,631	2.70%
TANG, MIN	1,563,468	2.70%
Bank SinoPac is entrusted with the investment account of Chong-Fu Investment Co., Ltd.	1,155,232	1.99%
HUNG, CHIA-CHENG	1,125,381	1.94%

4.1.5 Market Price, Net Worth, Earnings, and Dividends per Share

Unit: NT\$

Items		2022	2023	01/01/2024- 03/31/2024	
Market Price per Share	Highest Market Price	33.90	30.80	30.35	
	Lowest Market Price	29.20	27.60	28.00	
	Average Market Price	31.40	28.95	29.03	
Net Worth per Share	Before Distribution	29.14	28.00	28.17	
	After Distribution	27.52	27.30	27.47	
Earnings per Share	Weighted Average Shares (thousand shares)	38,875	42,131	57,497	
	Diluted Earnings Per Share	1.35	1.16	(0.31)	
	Adjusted Diluted Earnings Per Share	1.35	(Note 1)	(Note 1)	
Dividends per Share	Cash Dividends		1.62	0.70(Note 1)	-
	Stock Dividends	Dividends from Retained Earnings	-	(Note 1)	-
		Dividends from Capital Surplus	-	(Note 1)	-
	Accumulated Undistributed Dividends		-	(Note 1)	-
Return on Investment	Price / Earnings Ratio (Note 2)		23.26	24.96	-
	Price / Dividend Ratio (Note 3)		19.38	41.36	-
	Cash Dividend Yield Rate% (Note 4)		5.16	2.42	-

Note 1: The cash dividends distribution for the fiscal year of 2023 was approved by the Board of Directors on February 27, 2024. The remaining earnings distribution is to be resolved in the shareholders' meeting.

Note 2: Price / Earnings Ratio = Average Market Price / Earnings per Share

Note 3: Price / Dividend Ratio = Average Market Price / Cash Dividends per Share

Note 4: Cash Dividend Yield Rate = Cash Dividends per Share / Average Market Price

4.1.6 Dividend Policy and Implementation Status

A. Dividend Policy

1. Dividend Policy set up in the Company's Articles of Incorporation

Any remaining balance of annual net income shall be appropriated in the following order:

- (1) Offset the deficit.
- (2) Set aside 10% of any remaining balance for legal reserve and set aside or reverse special reserve based on needs.

(3)The remaining balance plus the undistributed earnings of last year is the distributable earnings. The Board of Directors proposes a distribution of earnings in the shareholders' meeting to decide whether to distribute or retain.

The industry that the Company engaged in is growing. In consideration of the current and future development plans, investment environment, capital needs, and domestic and international competition; also, taking into account the interests of shareholders, balanced dividends, and the Company's long-term financial planning, the earnings distribution is processed in conformity with the requirements stated in the preceding paragraph; also, the distribution of shareholder dividend shall not be less than 50% of the accumulated distributable earnings. Cash dividend shall not be less than 10% of the total shareholder dividend distributed. However, the Board of Directors may have the said distribution ratio adjusted according to the overall business operation with a resolution reached in the shareholders' meeting.

The Board of Directors of the Company may distribute all or partial of the distributable dividends or bonuses, additional paid-in capital or legal reserve in cash approach under resolution made by more than half of the attended Board members (under circumstances that more than two thirds of the total Board members attend), and such resolution shall be reported at the Annual Shareholders Meeting. The regulations of the preceding Paragraph shall not apply.

B. Proposed Distribution of Dividend

Net income – 2023	\$49,067,831
Less: Retained earnings adjusted amount - 2023	(16,384,079)
Less: 10% legal reserve	(3,268,375)
Less: special reserve	(12,006,749)
Distributable amount - 2023	\$17,408,628
Add: Unappropriated earnings - beginning	62,901,443
Accumulated distributable amount - 2023	\$80,310,071
Distributions:	
Shareholder dividend - Cash	40,247,610
Unappropriated earnings - ending	\$40,062,461
Remark: Cash dividend: NT\$0.70 per share	

Note 1: The adjustment made to retained earnings for an amount of (NT\$16,384,079) in 2023 was due to the loss of (NT\$16,624,421) from the noncurrent financial assets measured at fair value through other comprehensive profit and loss and the remeasurement of defined benefit

plans for an amount of NT\$240,342.

Note 2: The appropriation of special reserve for an amount of (NT\$12,006,749) for the current period was the amount appropriated additionally according to the difference between the appropriated amount of special reserve and the net amount debited to other equity.

Note 3: On February 27, 2024, the Board of Directors resolved to distribute cash dividends at NT\$0.70 per share.

Note 4: The cash dividend per share was calculated in accordance with the outstanding 57,496,587 shares on February 27, 2024.

C. Additional Descriptions Provided for Any Expected Major Changes to Dividends Policies

None

4.1.7 Employees' and Directors' Remuneration

A. Information Relating to Employees' and Directors' Remuneration in the Articles of Incorporation

According to Article 23-1 of the Company's Articles of Incorporation:

A company shall distribute 5%~15% of profits of the current year as employees' compensation and up to 2.5% as the compensation for directors. However, the company's accumulated losses shall have been covered.

A company may, by a resolution adopted by a majority vote at a meeting of board of directors attended by two-thirds of the total number of directors, have the profit distributable as employees' compensation distributed in the form of shares or in cash; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting.

Qualification requirements of employees, including the employees of subsidiaries of the company meeting certain specific requirements, entitled to receive shares or cash, may be set up by the Board of Directors.

The foregoing profit shall refer to pre-tax benefits before deducting compensation for employees, directors and shall be distributed all at a time.

B. The Estimated Basis for Calculating the Employee Bonus and Directors' Remuneration

The estimated amount of compensation for employees and directors is based on the current pre-tax net profit using the percentage specified in the Company's Articles of Incorporation and shall be recognized as operating expenses. If there is a difference between the actual amount of compensation paid and the estimated amount, the change in the accounting estimate occurs and shall be

recognized as the next year's profit or loss.

C. Profit Distribution for Employee Bonus and Directors' Remuneration for Approved in Board of Directors Meeting

(a) Recommended Distribution of Employees' and Directors' Remuneration:

The proposal for the distribution of the 2023 compensation for employees and directors was approved by the Board of Directors on February 27, 2024. The compensation distributed to employees and directors is as follows:

Unit: NT\$

Distributed to	Amount of Distribution Resolved by the Board of Directors (A)	Estimate Recognized as Expense (B)	Difference (A)-(B)	Reason for Difference and Handling
Employees	7,255,000	7,255,000	0	N/A
Directors	1,208,000	1,208,000	0	N/A

(b) Ratio of Recommended Employee Stock Remuneration to Capitalization of Earnings:

The employees' compensation not distributed in the form of shares was distributed in the form of cash at the amount of NT\$ 7,255,000.

D. Information of 2022 Earnings Set Aside for Employee Bonus and Directors' Remuneration:

There was no difference between the actual amount of the 2022 compensation distributed to employees and directors and the estimate.

(a) Compensation distributed to employees: NT\$ 6,366,000.

(b) Compensation distributed to directors : NT\$ 1,060,000.

4.1.8 Buyback of Treasury Stock

A. Completed

As of 04/30/2024

Terms	Second term
Purposes	Distribution to employees
Period of Repurchase	Mar. 3, 2020 to Apr. 21, 2020
Range of Price of Repurchase	25-35 NTD per share. However, the Company may continue repurchasing stock even if the stock price of the Company is below the lowest price specified for the range of price of repurchase
Types and Quantity of Repurchased Stock	1,000,000 shares of common stock
Amount of Repurchased Stock	28,744,269 NTD
Quantity of Cancelled and Transferred Stock	500,000 shares(Transferred)
Accrued Quantity of the Company's Stock Held	500,000 shares
Percentage of Accrued Quantity of the Company's Stock Held to the Total Quantity of Issued Stock (%)	0.86%

B. Ongoing

None

4.2 Bonds

None

4.3 Global Depository Receipts

None

4.4 Employee Stock Options

4.4.1 Issuance of Employee Stock Options

As of 04/30/2024, Unit: NT, Share, %

Type of Stock Option	6 th Tranche	7 th Tranche
Approval date	09.07,2018	09.07,2022
Issue date	11.02,2018	10.31,2022
Units issued	600,000	600,000
Shares of stock options to be issued as a percentage of outstanding shares(Note 1)	1.03%	1.03%
Duration	5 years	5 years
Conversion measures	Issuance of new shares	Issuance of new shares
Conditional conversion periods and percentages	50% over 2 years	50% over 2 years
	75% over 3 years	75% over 3 years
	100% over 4 years	100% over 4 years
Converted shares	560,000	0
Exercised amount	12,950,200	0
Number of shares yet to be converted	0	557,500
Adjusted exercise price for those who have yet to exercise their rights	-	27.7
Unexercised shares as a percentage of total issued shares(Note 2)	0.00%	0.96%

Type of Stock Option	6 th Tranche	7 th Tranche
Impact on possible dilution of shareholdings (Note 3)	NA	If 100% employee stock options are converted, the share capital will increase NT\$5,575 thousand with the equity dilution rate of 0.95%. According to grant conditions, the employee stock option certificate was executed by batch over 2~5 years from the date of grant, which had no significant or immediate impact on shareholders' equity.
<p>Note 1 : Each unit may subscribe 1 share of common stock; refer to the percentage of shares originally granted to total issued shares as of the date of publication.</p> <p>Note 2 : Refer to the percentage of unexercised shares to total issued shares as of the date of publication</p> <p>Note 3 : The dilution rate of shareholders' equity is calculated as follows: (Number of shares increased after the exercise of all employee stock options) ÷ (Number of total issued shares before conversion + Number of shares increased after the exercise of all employee stock options).</p>		

4.4.2 List of Executives Receiving Employee Stock Options and the Top Ten Employees with Stock Options

As of 04/30/2024, Unit: NT\$, Share, %

	Title	Name	No. of Stock Options	Stock Options as a Percentage of Shares Issued	Exercised				Unexercised			
					No. of Shares Converted	Strike Price	Amount	Converted Shares as a Percentage of Shares Issued	No. of Shares Converted	Strike Price	Amount	Converted Shares as a Percentage of Shares Issued
Executives	General Manager	HUNG, CHIA-CHENG	561,000	0.97%	40,500	25.70	1,040,850	0.45%	233,000	27.7	6,454,100	0.40%
	Senior Vice General Manager	HU, CHEN-KUANG			126,250	23.60	2,979,500					
	Vice General Manager	WANG, CHIH-YUAN			20,250	22.10	447,525					
	Assistant Vice President	CHAN, YI-CHEN			75,500	20.90	1,577,950					
	Assistant Vice President	HUNG, YAO-YANG										
	Assistant Vice President	KUO, CHING-HSING										
	Assistant Vice President	KUO, CHUNG-TSU										

	Title	Name	No. of Stock Options	Stock Options as a Percentage of Shares Issued	Exercised				Unexercised			
					No. of Shares Converted	Strike Price	Amount	Converted Shares as a Percentage of Shares Issued	No. of Shares Converted	Strike Price	Amount	Converted Shares as a Percentage of Shares Issued
Top Ten Employees	Manager	YANG, JENG-REN	342,000	0.59%	46,500	25.70	1,195,050	0.29%	172,000	27.70	4,764,400	0.30%
	Manager	LEE, CHING-WEN			42,500	23.60	1,003,000					
	Manager	CHANG, HUNG-YU			49,250	22.10	1,088,425					
	Manager	LEE, CHING-KUN			31,750	20.90	663,575					
	Manager	WANG, SU-LAN										
	Manager	LIN, CHING-WEI										
	Manager	CHEN, PO-CHOU										
	Assistant Manager	CHIEN, JENG-DAN										
	Assistant Manager	CHEN, JIAN-HAO										
	Special Assistant	YU, HUI-CHEN										

4.4.3 Issuance of New Restricted Employee Shares

None

4.4.4 List of Executives Receiving New Restricted Employee Shares and the Top Ten Employees with New Restricted Employee Shares

None

4.5 Status of New Shares Issuance in Connection with Mergers and Acquisitions

4.5.1 New shares issued for merging or acquiring shares of other companies in the most recent year and as of the publication date of the annual report

- A. Evaluation opinions issued by the lead securities underwriter for the new share issued for merging or acquiring shares of other companies in the most recent quarter

The Company merged StrongLED Lighting Systems (Cayman) Co., Ltd. (hereinafter referred to as StrongLED-KY) through share conversion with new shares issued in 2023. Except for the issued shares already held by the Company, the base date for share conversion with new shares issued was scheduled on October 31, 2023 with the approval of Taipei Exchange and with the Zhen-Quay-Jen-Zi No. 1120201852 Letter issued on July 26, 2023; also, the change registration for the issuance of new shares was completed on December 26, 2023 with the approval of the Ministry of Economic Affairs. The lead underwriter is contracted to issue an evaluation opinion regarding the impact of the company's issuing new shares for share conversion with StrongLED-KY on the Company's finance, business, and shareholders' equity as of 2024Q1 in accordance with the provisions of Article 9, Paragraph 1, Subparagraph 8 of the "Regulations Governing the Offering and Issuance of Securities by Securities Issuer" as follows:

1. Financial impact

Tons Lightology Inc. merged StrongLED-KY by through share conversion with 18,389,534 shares issued. The issued shares except for those already held by Tons Lightology Inc. are not paid with the consideration of cash; therefore, it does not affect the Company's existing capital allocation and financial operations; also, StrongLED-KY has become a subsidiary of Tons Lightology Inc. since October 2023 after this share conversion conducted. In order to comply with the deadline for reporting the Company's revenue and financial report information to Taipei Exchange, the two parties

have reviewed and adjusted the financial-related internal documents and processes accordingly in order to have had the relevant financial and accounting systems and operating models of the two parties in consistent. In terms of procurement operations as of 2024Q1, the Group has managed to reduce the overall production and procurement costs by comparing the prices of the same purchased materials, negotiating price with suppliers, and joining a group purchasing in a timely manner. Also, the office locations in Shenzhen, Beijing, Shanghai, and Chengdu in China have been consolidated for the advantage of reducing redundant capital expenditures, improving asset utilization efficiency, and minimizing operating costs, as well as having the resources from both parties integrated to enhance the Group's operating performance and market competitiveness, and to generate a positive effect for the financial status of both companies.

2. Impact on business

Tons Lightology Inc. and StrongLED-KY both have been engaged in the lighting industry for years. Tons Lightology Inc. is well-known in the European indoor lighting OEM market and has established a complete project sales channel in the lighting market in Taiwan. StrongLED-KY is well-known in the market for outdoor architectural landscape and municipal lighting fixtures in mainland China, and continues to conduct businesses under the StrongLED-KY brand after the merger. The respective advantages of both companies in the professional lighting industry are integrated through the share conversion this time so to enhance sales channels, focus on the joint sales strategies, increase the publicity of the products of both parties in the market, and promote the existing lighting products of both parties to new markets. Furthermore, the newly developed products will be promoted in new and old markets at the same time to improve business performance. The two parties have successively implemented business cooperation plans as of 2024Q1, and the positive results of joint efforts in Taiwan market have gradually shown with the business scale expanded and the market competitiveness enhanced. In summary, it indicates that the practice of share conversion this time is beneficial to Tons Lightology Inc.

3. Impact on shareholders' equity

Tons Lightology Inc. merged StrongLED-KY by share conversion with 18,389,534 shares issued. The issued shares except for those already held by Tons Lightology Inc. accounted for 31.77% of the issued shares held by

Lightology Inc. and the 57,885,087 shares issued this time. Although the share conversion this time has caused the number of outstanding common stock shares of Tons Lighting to go up, but the company has directly acquired 100.00% of the equity of StrongLED-KY and made it a subsidiary of Tongs Lighting Group. The Group intends to enhance market competitiveness and expand the operating scale through the reintegration of corporate resources, and reduce operating cost; therefore, it should have a positive impact on the shareholders' equity.

4. Is the benefit of share conversion resulted?

Tons Lighting acquired all issued shares of StrongLED-KY except for those already held by Tons Lighting through the issuance of new shares. StrongLED-KY was merged as a subsidiary of the Group on October 31, 2023 with the change registration for the issuance of new shares completed with the approval of the Ministry of Economic Affairs on December 26, 2023. The two parties have gradually initiated a cooperation plan upon the completion of the share conversion. It is possible to have the application fields and market share for the products of the Group expanded through the comprehensive integration of the resources of both parties, which should have positive effects on the finance, business and shareholders' equity of Tons Lightology Inc. The benefit of the share conversion this time is expected to surface gradually.

- B. The implementation status of the most recent quarter, if the implementation progress or efficiency does not meet the expectation, the impact on shareholders' equity and improvement plan should be specified

Not applicable.

4.5.1 The merger or transfer of shares of another company with new shares issued and resolved by the board of directors in the most recent year and as of the publication date of the annual report

The board of directors of the Company and StrongLED-KY had convened a meeting on April 7, 2023, respectively, to resolve the share conversion proposal in order to integrate the advantages of both companies in different professional lighting market. The Company has 18,389,534 shares issued at NT\$10 par for a total amount of NT\$183,895,340 for this share conversion proposal. According to the said proposal, 1 common stock share of the company is converted to 1.72 common stock of StrongLED-KY on the base date of share conversion in accordance with the shareholder register of StrongLED-KY. The rights and obligations attached to the common stock shares issued for the current share conversion proposal are the same as those common stock shares originally issued by the Company.

Basic information of the M&A company

Unit ; NT\$ thousands

(Except for earnings per share, which is in NT\$)

Company Name	StrongLED Lighting Systems (Cayman) Co., Ltd.	
Company Address	24F-5, No. 186, Shizheng N. 7th Rd., Xitun Dist., Taichung City	
Person in charge	CHANG, CHIA-JUI	
Paid-in Capital	370,100	
Main Business Items	Development, design, production and sales of LED lighting equipment, intelligent integrated control systems and related software.	
Main Products	Lighting fixtures, control systems	
2022	Total Assets	1,243,464
	Total liabilities	507,495
	Total Shareholders' Equity	735,969
	Operating Income	666,041
	Gross Profit	152,286
	Operating Profit or Loss	(128,047)
	Profit or loss for the period	(133,068)
	Earnings per share	(3.43)

4.6 Financing Plans and Implementation

4.6.1 Finance Plans

A. For each uncompleted public issue or private placement of securities, and for such issues and placements that were completed in the most recent three years but have not yet fully yielded the planned benefits.

None

B. Source of funds

None

4.6.2 Implementation

None

V. Operational Highlights

5.1 Business Activities

5.1.1 Business Scope

A. Main areas of business operations

- 1.CC01030 Electrical appliances and audio-visual electronic products manufacturing business
- 2.CC01040 Lighting equipment manufacturing business
- 3.CC01080 Electronic components manufacturing business
- 4.CH01010 Sporting goods manufacturing business
- 5.F106010 Hardware wholesale business
- 6.F106030 Mold wholesale business
- 7.F109070 Cultural, educational, musical instruments, and recreational supplies wholesale business
- 8.F113020 Electrical appliances wholesale business
- 9.F119010 Electronic materials wholesale business
- 10.F206010 Hardware retail business
- 11.F209060 Cultural, educational, musical instruments, and recreational supplies retail business
- 12.F213010 Electric appliances retail business
- 13.F219010 Electronic materials retail business
- 14.F401010 International trade business
- 15.E601010 Electric Appliance Construction
- 16.ZZ99999 In addition to the chartered business, the business not-prohibited or not-restricted by law is also permitted for operation

B. Revenue distribution

Unit ; NT\$ thousands

Major Divisions	Total Sales in Year 2023	(%) of Total Sales
Lighting and parts	811,933	100%

C. Main products

The Company specializes in designing and manufacturing commercial lighting. Main products are high-efficient commercial lighting and are divided into the following categories based on different sources of light:

- a. Light-emitting diode (LED) lighting
- b. High-intensity discharge (HID) lighting
- c. Fluorescent lighting
- d. Halogen lighting

The above products are extensively applied to indoor and outdoor space and retail display.

D. New products development

In the future, the Company will focus on research and development of a variety of new sources of light and intend to design and manufacture lighting that best displays every source of light. The Company currently plans to develop the following new products:

- A. Adjustable outdoor in-ground lamp OGA-256R series
- B. Stainless steel outdoor in-ground lamp OGA-601R-24V series
- C. Outdoor garden lamp OLG-404R series
- D. High-voltage single-circuit track IOT track power supply head series
- E. Economy GU10 spotlight HSP-370E / ceiling light WA-370E
- F. Economical and efficient version of track spotlight SA-1860B series
- G. LIGHT S family: Recessed lamp / ceiling lamp / chandelier series
- H. ModFun modular A ceiling lamp WA-562R series
- I. Local recessed light DA-136R series
- J. Stainless steel outdoor floor light OGA-005-24V series
- K. Outdoor white light wallwasher uniform family series
- L. Outdoor colored light wallwasher uniform and horizontal power control family series
- M. Outdoor remote control chip localized design and application products
- N. Outdoor 48V series connected linear lighting series
- O. Outdoor multi-channel synchronous control products
- P. Outdoor small angle spotlight series
- Q. Outdoor whole light 100 lm/w high efficiency spotlight series

5.1.2 Industry Overview

A. Current Status and Future Development of Lighting Industry

a. Trends of Lighting

According to different lighting sources, the lighting fixtures can be divided into three major light source categories: thermal radiation illumination, gas discharge illumination, and spotlight electronic radiation illumination. The lighting source of products of the Company mainly includes thermal radiation illuminated incandescent light bulbs and halogen lamps, low-intensity discharged illuminated fluorescent lamps, high-intensity discharged illuminated HID lights, and electronic radiation illuminated LED lighting, etc. The overall lighting industry has been innovated with LED lighting in recent years, as well as the implementation of national governments' energy-saving and environmental protection policies, the importance of diverse lighting applications has been gradually changed.

Due to the poor luminous efficiency of incandescent light bulbs and most of the power consumption is released in the form of thermal energy, only few portion of the power is generated for illumination. Because of the relatively low luminous efficiency and coupled with the greenhouse effect and excessive energy consumption, people's awareness of environmental protection and energy conservation has been rising. Incandescent light bulbs products are being discarded actively by governments around the globe. The EU, Japan, Canada, Taiwan and India have banned such products since 2012. The mainland China is planning to fully ban them in 10 years from 2008 and use energy-efficient lighting to achieve the goal of avoiding over-consumption of energy and reducing greenhouse gas emissions. With the implementation of government policies worldwide, the market share of incandescent lamps in the lighting market will be significantly reduced, and will eventually be withdraw from the market.

Low-intensity discharged illuminated lamps such as fluorescent lamps T5 and T8, and those commonly known as CFLs, have been getting more attention from general public as the concept of energy saving and power efficiency are growing. The efficiency and production costs of fluorescent lamps and CFLs are being gradually improved and reduced, respectively. Commercial applications have been expanded to household lighting, which has a lower cost than other lighting sources and quickly replaces conventional lighting sources such as halogen lamps. Market shares of these kinds of products are getting larger as well.

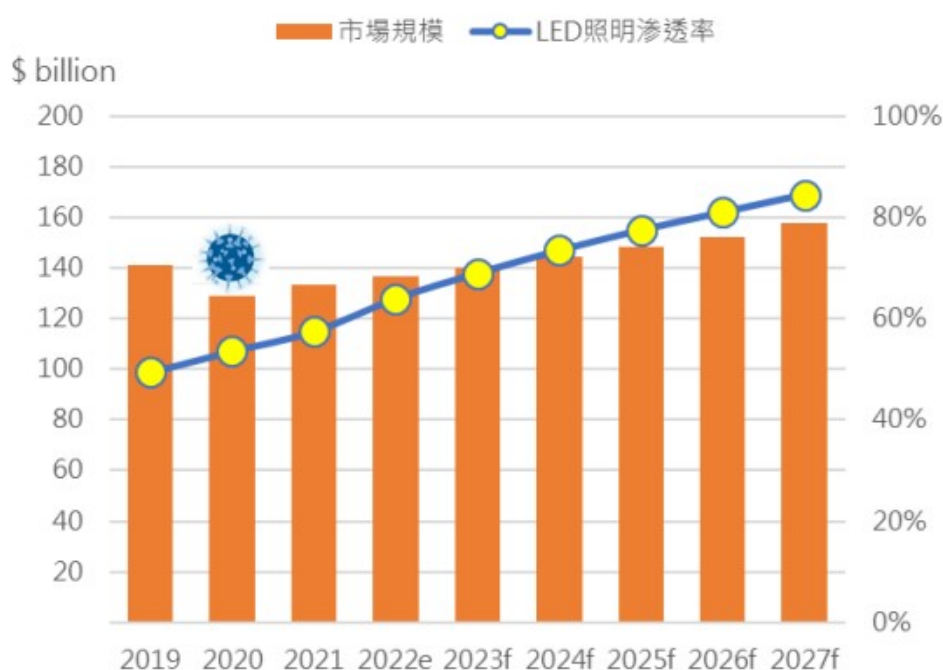
LED lighting is regarded as the illumination source of the century; it has advantages such as smaller sizes, lower energy consumption, longer durability, easier controllability and better shock resistance. Almost every manufacturer is actively involved in the R&D of LED lighting, therefore the obstacles of luminous efficiency, and mechanical structure components, heat dissipation and electrical technology are being gradually overcome. In addition, with the continuous decline of LED costs, the product application field is rapidly expanded from mobile phone backlight, outdoor indicator light, small and medium sized backlight module, NB backlight module and LED TV to lighting. LED manufacturers and conventional lighting manufacturers also have entered into the LED lighting industry with their own professional technologies and different product development strategies.

b. Summary of LED Lighting Market

In 2011, the total value of LED lighting market reached 6.1 billion USD, accounting for about 5% of the global market penetration rate. The market share of LED lighting was minor and in 2011, the prices of LED lighting products were still relatively expensive which made consumers have little interest, so there was no significant growth momentum or market penetration rate improved. Since 2012, the

policies by governments worldwide started to ban the usage of incandescent light bulbs. In terms of product prices, prices of LED had been declining and the luminous efficiency had been improved in recent years. The continuous improvement enabled LED products to enter into the lighting market. However, due to the prices were still at relatively high level, the uniformed industrial standards remained undetermined, and the technical problems of lighting types, durability and reliability not yet to be overcome, the value of LED lighting market was only about 6.07 billion USD. Despite that, in recent years, thanks to the continuous decline in LED prices and governmental policy support, the LED lighting market continued to grow. In 2015, the value of LED lighting market reached about 40 billion USD, and the market penetration rate reached 28%. In 2016, the value of LED lighting market reached 48.7 billion USD with the market penetration rate at 33%. In 2017, the value of LED lighting market reached 58.1 billion USD, and the market penetration rate reached 38%. It reached market penetration rate at 53.6% in 2020. It is estimated by 2021 that the market access rate will reach 57.5% and even 79% by 2025 and 80% by 2027. The LED lighting market is growing at a much higher rate than the one of the global lighting market. Driven by the improvement of LED functionality, price decline and energy-efficient policies, the growth of the LED lighting market will continue to be improved in the future.

Analysis to Global Market Scale of LED Lighting



資料來源：工研院 IEK 及高工產研所

In terms of manufacturer dynamics, LED-related manufacturers or professional lighting fixture manufacturers are actively entering into the lighting application fields by utilizing various professional technologies, competitive advantages and types of LED lighting products to master the future LED lighting development trends and market opportunities. In terms of product types, they can be divided into two main categories, LED fixtures and LED lighting.

c. Summary of Markets of LED Fixtures and LED Lighting

The components of LED fixture products are mainly LED lighting sources, substrates, optical lenses, circuit control, lampshades, heat dissipation structures, metal body structures and mechanical structures for steering adjustment. The fixture manufacturers use components such as optical lenses and lampshades in an approach of secondary optical techniques to precisely present the requested lighting quality. The parameters such as lighting types, illumination angles and cut-off angles are set during product development, the illumination angle adjustment of fixtures is assisted by the steering mechanism, and the structure is embedded by special patented design approach which allows the device to be moved and used on tracks. By utilizing the preceding development and design processes of various products, lighting manufacturers can meet the lighting of different spaces which

have high-quality requirements for lighting effects and efficiency or those requiring diverse adjustment features of fixtures. The main products include spotlights, track lights, cabinet lighting, recessed luminaires, table lamps and yard lamps and other diversified LED fixture products.

Most of the manufacturers entering into LED lighting applications fields with their LED fixture products were originally engaged in the development and design of conventional fixture products. With experienced and mature secondary optical techniques, as well as features of better color rendering and smaller size, lower power consumption and longer durability, LED lighting products are surely superior to conventional one., Therefore, it is able to design lighting products suitable for various space and application fields, allowing full display of characteristics of LED lighting sources and the competitive advantages of professional lighting manufacturers. It is expected under the trend of new generation light sources, the Company can seize the LED lighting market opportunities by combining with its own product technology and familiarity with the downstream application market.



Source: Provided by the Company

The components of LED lighting are mainly LED chips, optical lenses, heat dissipating fins and bases. Manufacturers achieves the lighting pattern almost identical to the one generated by conventional lighting by utilizing the illumination characteristics of the LED chips and optical lenses. They also adopt the same bases as the conventional ones for replacing the conventional lighting sources without replacing the external structure of the fixtures. The main product types include A-lamp (bulb type), PAR lamp, MR-16 and FL (bar type).

Most of the manufacturers entering into LED lighting applications fields with their LED fixture products are those related to the LED industry. For example, to replace the conventional lighting sources with LED ones, Taiwan's LED packaging manufacturers like Lextar and EVERLIGHT are reducing the LED cost, lowering retail prices and achieving production advantages via mass production approach.

Types of LED Lighting

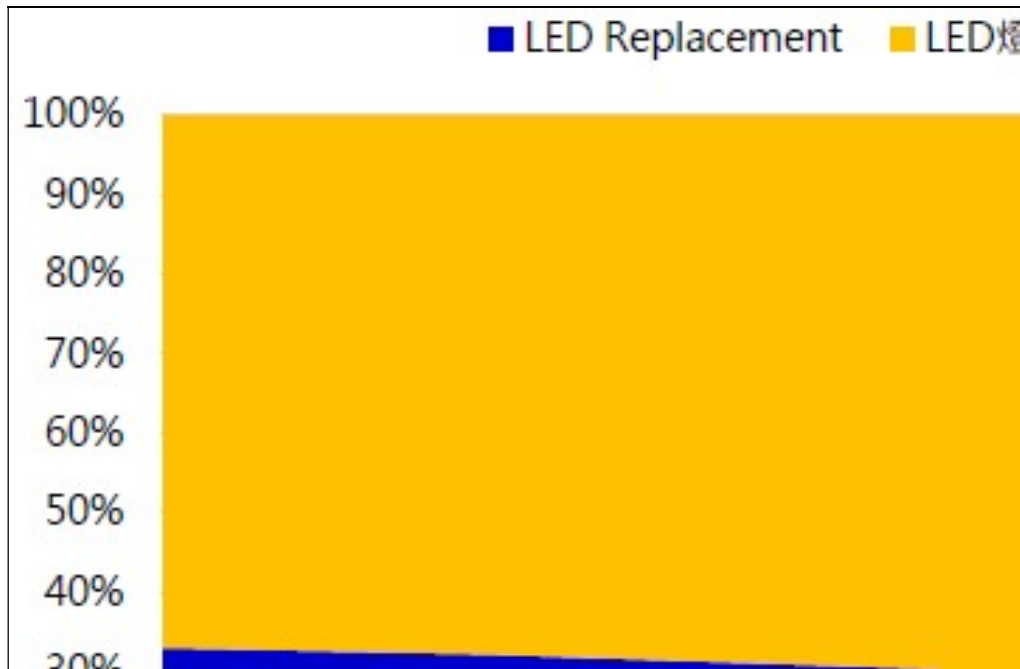


Source: IEK, March, 2011

In terms of changes of scales of markets of LED fixtures and LED lighting products, they are determined mainly by the user's sensitivity to prices and the prices of LED products. In addition to the basic lighting requirements, the requirements to LED lighting products are more rigorous in terms of lighting quality and effect. LED lighting products also have many functional design features which increase the added value of the products and reduce user's sensitivity to prices. Although until recently, the cost of LED lighting serving as the lighting source of fixtures remains at higher level than other lighting sources, the future market trend is in continuous and stable growth, and the timing of booming of market size will be earlier than the one of LED lighting source products.

LED lighting source products are mainly used to replace conventional ones. With the improvement of LED luminous efficiency and the rapid decrease of relevant cost, LED lighting source is being actively promoted by manufacturers. In the future, the cost is expected to be reduced at a stable pace, and will be at the same price level of conventional ones. Besides users of industrial or commercial applications, general price-sensitive consumers will also be willing to purchase and use LED lighting source products instead of conventional ones. Therefore, the market size is expected to increase significantly.

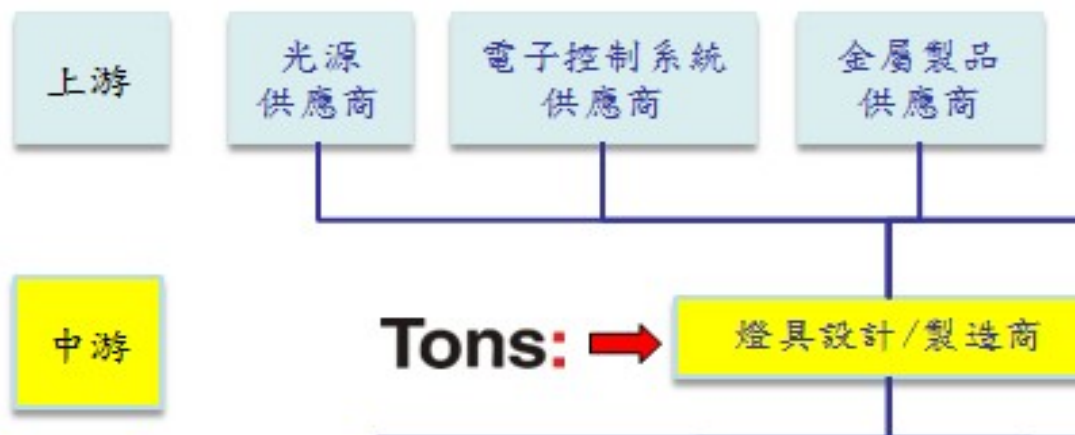
Market Scale of LED Fixtures and LED Lighting in Recent Years



Source: IEK

For the characteristics of the preceding two types of LED lighting products, there are differences in prices, lighting quality, product diversity and product development directions. Since the purpose of LED lighting source products is serving as an alternative and replacement of conventional ones, so the retail prices and the lighting quality must be at the same level of conventional ones. The product development approach is “high-mix low-volume” and could be applied to differences between products and relatively uniformed specifications. The LED lighting products mainly serve for professional lighting with better additional functions. The price would be increased due to increase of added values such as excellent lighting quality, craftsmanship, and diversified product functions. The product development approach is “high-mix low-volume” and the products are highly differentiated available for usage in different spaces. Therefore, under the differentiated product characteristics of the preceding products, the end application market will be segmented. It is expected that the future development of the LED lighting source products market will focus on the fields of general lighting application, and product development in the fields of commercial lighting for LED fixtures market. Although there are differences between LED fixtures and LED lighting source products in terms of product development and market application, in the future, joint expansion of coverage of the application fields by LED lighting in the overall lighting market is expected.

B. Relationship with Up-, Middle- and Downstream Companies



C. Product Trends

a. LED Lighting will Become the Mainstream Trend of the Future Lighting Industry

In recent years, the global energy demand has increased, crude oil prices have risen, and power generation costs have increased. The problem of depletion of global resources has gradually emerged, and carbon dioxide emissions have increased dramatically, leading to a series of greenhouse effects such as global temperature rising and extreme climates. In addition to energy consumption, global environmental protection and energy conservation issues are also derived from the preceding phenomenon. In view of the excessive use of energy resources, governments worldwide have actively promoted the use of renewable energy and energy-efficient policies, such as banning incandescent light bulbs and actively seeking other lighting sources to replace conventional ones. At the time of rising voices of global energy conservation and environmental protection, adjustment to habits of lighting for general people and commercial activities is required, thus affecting the future development trend of the lighting industry.

For the future development of the lighting industry, incandescent light bulbs will be gradually banned and replaced. High-efficiency lighting sources such as fluorescent lamps, CFLs and LEDs are rapidly becoming the mainstream. Since 2008, the annual market share of conventional light bulbs has declined by nearly 80% in total. It is estimated that the fluorescent lamps and CFLs will take most market share with the advantage of lower prices in 2015, where the market share will increase to 50% with the banning of incandescent light bulbs and the timing of fully banning coming near. However, in the future, LEDs will continue to grow in luminous efficiency and product prices will decline year by year due to the

improvement of technology. Since 2012, LED lighting has been rapidly growing, and the market share of CFLs has been taken away. LEDs have features of better color render, smaller size and lower power consumption and longer durability, making them rapidly adopted by consumers and become the mainstream trend in next-generation lighting applications.

b. LED Lighting will Lead the Rapid Growth of Commercial Lighting Applications

Lighting applications can be divided into general lighting, industrial and commercial lighting, public lighting and other lighting applications according to their use and location. General lighting is mainly applied in household areas, and the daily lighting time is the shortest, so the price sensitivity is the highest. Price will be the primary factor for determination of preference of general consumers. Products with lower prices such as incandescent light bulbs and halogen lamps take most of the market shares, followed by fluorescent lamps (LFL) and CFLs, etc. For industrial and commercial lighting applications such as manufacturing plants, public spaces and exterior appearance of buildings, commercial buildings and office spaces, etc., users are focusing on whether the lighting can achieve the improvement of lighting efficiency or the quality and effect of anticipated lighting design, longer lighting time, further reduce the price sensitivity. Public lighting is mainly for public facilities such as parks, bridges and road lighting, which are conducted mostly via project construction or bidding.

Since the penetration rate of LED lighting will be gradually increased in recent years, manufacturers of LED industry are generally expecting LED lighting will be quickly adopted in various lighting application fields under the trend of strong promotion by manufacturers and increasing consumer acceptance, as well as the government subsidy policy. Under the characteristics of different types of light sources commonly used in various application fields, the timing of significant growth of LED lighting in various application fields will also result in different trend changes.

The average lighting hours per day for industrial and commercial lighting can reach 18 hours. The recycling period of LED lighting is significantly reduced by three times compared with conventional ones. In the case of long-term lighting, the effect of energy-efficient features of LED lighting is remarkable. The cost of LED lighting can be rapidly covered, and the features of high color rendering, innovative design and enhancement to corporate image of LED will raise the willingness to usage by enterprises. Hence the timing of adopting LED lighting products in commercial lighting will be significantly moved forward. The market share of LED products will be increased significantly in the future. The penetration rate of LED applications will also be rapidly increased so the timing of adopting LED lighting

by commercial lighting applications will be earlier than the one of industrial lighting. In terms of the overall LED lighting market, commercial and industrial lighting account for the largest market share, and will become the most important application market for LED lighting products.

D. Competition

With the rapid development of LED lighting, the original manufacturers of the lighting industry, such as Panasonic, Acuity Brands, Philips, Cooper, Zumtobel and other leading manufacturers have entered into the development and application of LED fixtures. In addition, the Company had entered into development and manufacturing of LED lighting applications in 2004, and was one of the first to use LED lighting source to develop professional lighting fixtures. The Company's R&D and product development processes according to the characteristics of LED lighting source as the optical design basis of lamps are ahead of the one of others. With solid product development capabilities, OEM and ODM orders of LED fixtures from the preceding leading manufacturers are acquired by the Company, which is a symbol of wide recognition by clients and other companies of the same trade to the Company's product competitiveness.

When comparing with domestic companies, Taiwan's LED product supply chains are comprehensive, but most of them are those of upper- and middle-stream companies of LED epitaxial and packaging. Its competitive advantage lies in the large-scale production and manufacturing of low-cost and retail price. Many other manufacturers are entering into LED lighting source product development to seize market opportunity of replacing conventional lighting sources with LED ones. Their products are mostly the lighting source types which are different from the ones of the Company, and are focusing on the design and development of professional lighting fixtures. In contrast, the Company has been operating in such field of lighting for a long period of time and has accumulated sufficient experience. Its product R&D and development strength have been recognized by international manufacturers. At present, the revenue of LED lighting fixture products has reached nearly the level of 65%. The revenue volume has reached 1 billion NTD since 2010. All these are indicating that the Company is at the industrial leading position with its LED lighting fixture product development capability and revenue volume.

5.1.3 Research and Development

A. Technical Levels and R&D of the Currently Operated Business

The design and integration of fixture systems requires interdisciplinary cooperation between fields such as optics, thermals, electronics, mechanical structure and industrial design. A good fixture system design can not only meet the originally set lighting requirements, but also improve energy efficiency and reduce light pollution. The following texts will describe the technical levels and summary of the Company in various technical fields

a. Optical

In general, higher luminance means higher energy consumption. In the lighting industry, since the lighting sources are relatively standardized products, when a general manufacturer obtains the standardized lighting source, it would conduct optical design for fixtures according to the optical parameters such as the beam angle and the cut-off angle set by the standards. For example, for the same LED lighting source, the Company will design a dedicated secondary optical reflectors and lenses for the LEDs by considering the feasibility of each angle, the overall appearance of the industrial design and the safety regulations. This is different from the standardized reflectors or lenses available on the market which are often unable to accurately and appropriately take into account the LED lighting characteristics of brands by different manufacturers. The Company's major secondary lighting optical reflectors have relatively accurate angles, and the features of angle application are relatively diverse, which can achieve illumination with a sense of full and richness and simultaneously process and adjust adequate lighting in a more delicate manner. For basic lighting, the patented high-efficiency optical diffusion technology can soften the lighting, and achieve high level of transmittance. The Company is also constantly developing new materials and optimizing the halo and efficiency. Because of the use of high-efficiency secondary optics and diffusion technology, when using the same LED to achieve the same lighting effect, fixtures manufactured by TONS can reduce the required number of LED fixtures, further achieving energy-efficient effect by reducing energy consumption and meet the needs of various applications.

b. Heat Dissipation Technology

For LED fixtures, effective heat dissipation is a major factor in maintaining the luminous efficiency and service life of products. For LED fixtures, the Company's self-developed diverse heat dissipation structure design, with continuous verification by laboratories with high reliability and validity, it is able

to according to reach economically efficient components and mitigation of potential risks which may occur during long-term non-stop operation by maintaining the temperature at a sufficient safety factor according to characteristics of different series of lighting fixtures products.

c. Electronic Drive and Circuit Design

The supply of the Company's major lighting source drive products is outsourced, but the Company also has the ability to develop on its own. For special applications and niche markets, when the general solution is not available on the market, the Company can develop on its own and provide clients with more options. For the overall system design, due to multiple factors such as specifications, cost, safety, etc., it is often necessary to carry out special circuit design on the ballast and the substrate, and the professional circuit design is not available to the conventional fixtures manufacturers. With professional capacity, the Company can gain more control over the verification and specification requirements of purchased parts.

In addition, for the smooth presentation of media architectural animations, DMX512 decoding must be completed while driving the LED chip for each product. The Company has DC drive circuit applications developed and has most of the drive decoding circuits combined with light panels. Under the requirements of medium and low-power media applications, the risk of over-sized product design can be avoided most likely, thereby making small-sized product applicable to a large area of building facades, to ensure the simplicity of construction, and to have it customized in order to match the depth of the curtain wall.

d. Mechanical Structure and Industrial Design

The Company has been manufacturing LED fixtures since 2004. Therefore, one can say that the Company has mastered the characteristics and technology of LED fixtures. The Company is also a conventional lighting company. Despite its revolutionary innovation of lighting technology, there is merely any change to lighting applications. Therefore, the Company is aware of the application needs of the lighting market. In terms of mechanical structure and industrial design, the following key features are considered for design, and thus forming the Company's product competitive advantages.

- (a) Function: Different basic functions of the Company's products are required for different applications.
- (b) Family: The Company has accumulated an experience of more than 20 years in the development of fixtures, allowing its products with comprehensive series, and products with similar styles and features are available for

various applications in the same space.

- (c) User and Environmental Friendly: The Company's products are designed from the user and environmental perspectives and made of green lighting source and environmental friendly materials. These are the products with features of Eco-Friendly and User-Friendly concepts.
- (d) Fashion: The appearances and styles of the Company's products are clean and gorgeous which have been recognized by many international design awards and Taiwan Excellence Awards. These products can create a sense of fashion for the overall environment.

In addition, the feature of waterproof helps prolonged the life of outdoor LED lamps. The Company independently develops various waterproof structures and applies encapsulating processes according to the applications of various products. Conduct rigorous simulations according to the waterproofing requirements of each product by cooperating with the Company's CNAS laboratory, including but not limited to IP waterproofing, 60 degrees Celsius, 95% humidity and high humidity storage, hot and cold shock, and other experiments. Strictly control the temperature and humidity required for the encapsulating process in the workshop to ensure the complete safety of the embedment, thereby ensure that the product can be used outdoors in harsh conditions permanently.

e. Control System

The multi-building landscape lighting connected control system is the mainstream in the outdoor lighting industry currently. The technical focus of the control system is on how to quickly and efficiently control multiple buildings with a smooth communication maintained. The single-building control systems in early days was with optical fiber transmission equipped to extend signals to super-high floors in order to ensure signal integrity. However, if optical fiber transmission solutions are used for the control of multiple buildings now, installation cost will go up and adjustment difficulties will surface. Therefore, the key technology of the connected control system is on the communication between buildings. A normal communication between buildings is secured by going through the Internet, which also helps reduce the installation cost of fiber optic.

Interactive landscape lighting control systems are implemented in medium and small projects. The Company can provide signal access or development for a variety of sensors, including but not limited to infrared sensors, image sensors, laser scanning sensors, Kinect motion interception sensors, microphone sensors, temperature and humidity sensors, etc.; also, data connection can be arranged through the mainstream API interfaces of major platforms, such as the interface

for obtaining central weather information or extracting flow of people recognition information through cloud computing. Perceptual information is combined with the designer's games or interactive effects to achieve not only traditional lighting functions, but also to enhance the interactivity between buildings and people. The increase in the playability of game interaction helps bring additional added-value and advertising revenue to customers.

In sum, the Company's current technical level in the field of LED lighting is at the internationally advanced level, and in the future it will also adhere to the business philosophy of technological innovation to continue investing in R&D for creating more quality products.

B. The R&D expenses of the most recent FY and as of the printing date of this Annual Report

Unit: NT\$ thousands

Item	2023	2024 (As of March 31)
Expenses	48,006	21,772
Revenue	811,933	236,509
(%)	5.91	9.21

C. Research and Development Achievements of the company in the Past Years

Year	Specific R&D Results
2023	<ol style="list-style-type: none"> 1. LED Zoom angle track spotlight 2. LED ModFun S Series Ultra-Thin Track Spotlights 3. LED ModFun X Series Modular Recessed Lights 4. LED ModFun X Series Extended Ceiling Light 5. LED ModFun T Series Light Frame 6. LED light 120lm/w high efficiency recessed light series 7. LED indoor horizontal wall lamp series 8. LED IP65 mini recessed light series 9. LED low voltage mini local strip light 10. Bat wing optical outdoor courtyard light OLG-300RST series 11. LED outdoor courtyard pole spotlight 12. Low voltage 48V track CASAMBI track power head series 13. Cabinet light DA-531A series 14. Research and development of high-voltage spotlight AP2E, 5E, and 7E 15. Research and development of wallwasher LW uniform white light 16. Research and development of portable knob control IP3 17. Research and development of constant power algorithm for four-in-one

Year	Specific R&D Results
	LED color wallwasher light source
	18. Research and development of SP high power point source
	19. Research and development of multi-channel LED control algorithm
2024	1. Economy GU10 spotlight HSP-370E / ceiling light WA-370E

5.1.4 Long-term and Short-term Development

A. Short-term Development

- a. Create a market segmentation and develop various product niches.
- b. Strengthen the product lines to offer the one-stop service that meets customers' needs.
- c. Control the market trend and provide custom products to meet customers' needs in different areas; develop a pricing strategy and create competitive advantages for the purpose of maximizing the profit.
- d. Install leading lab equipment and create the verifiable standards for quality of products.

B. Long-term Development

- a. Draft the product and manpower development plan to reserve the talents required for the business expansion and develop internationalized human resources.
- b. Form a strategic alliance with major international light source manufacturers to control the updated trend and develop products that meet the market need.
- c. Develop our own brand in a new market to separate from an existing OEM market.
- d. Uphold a people-oriented spirit and promote the green lighting based on the core technology.

5.2 Market and Sales Overview

5.2.1 Market Analysis

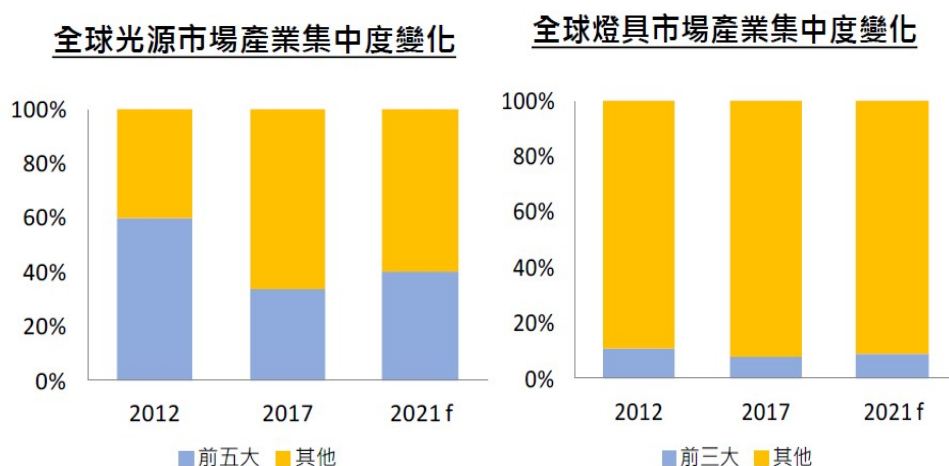
A. Sales (Service) Region

Area	2023	
	NT\$ thousands	%
Taiwan	57,512	7.08
Europe	467,420	57.57
Asia	244,934	30.17
Oceania	40,894	5.04
Other Area	1,173	0.14
Total	811,933	100.00

B. Market Share (%) of Major Product Categories

There are thousands of lighting manufacturers around the world selling different products in different areas; large multinational corporations are the leader in the market and enjoy economies of scale in terms of R&D, manufacturing, and channels of distribution; however, due to the diverse industrial characteristics of lighting, small manufacturers may occupy part of the market through product differentiation. According to HIS's statistics (2019/02), the top three manufacturers in the lighting market in 2021 will be under 10% of the market share. Due to a variety of products and the industrial characteristics of lighting, it is not suitable to measure the Company's position in the market using the market share.

Market Shares of Lighting and Lamps Manufacturers



Sources: IHS; IEK (Feb. 2019)

C. Future Supply and Demand and Growth of Market

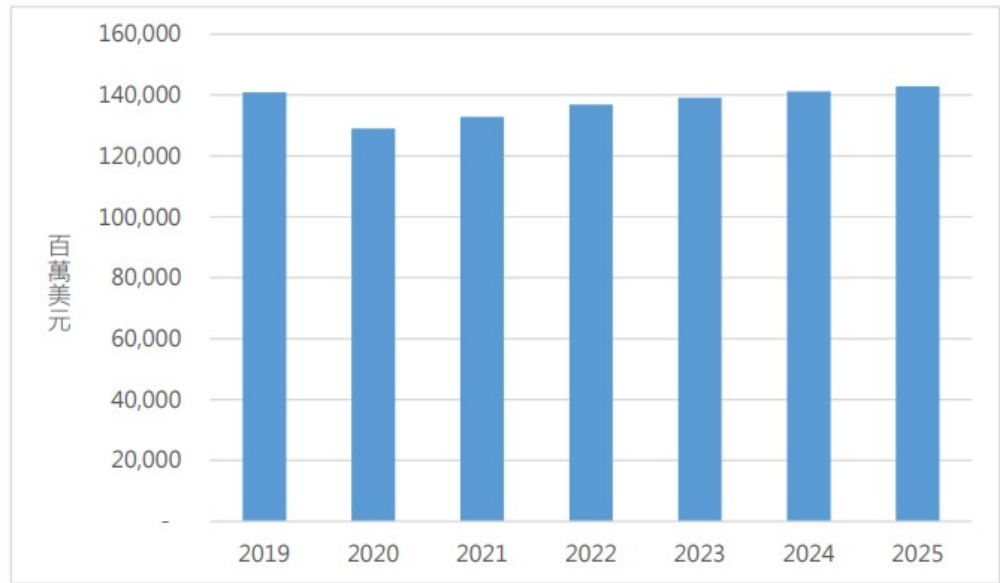
The foundation of the global lighting market is rather stable and sudden explosive growth is unlikely to take place. Its development is mainly affected by factors such as

overall economic growth, the prosperity of construction and of the automobile industries. In recent years, the sales value of the global lighting market has shown a steady growth trend, and the growth momentum has gradually increased, thanks to the economic growth of emerging countries, the active development of infrastructure, and the demand for lighting products; on the other hand, due to the depletion of global energy supply, along with technological innovation and environmental protection concepts, consumers' consumption preferences have changed. Energy-efficient and high-efficiency lighting have gradually attracted more attention. New products with high unit prices have driven the average sale prices of the overall products to be increased, further driving the sales growth of the overall lighting industry.

The Company has accumulated an industry experience of nearly 20 years in the design and development of lighting fixtures. It is familiar with the needs of downstream application space for lighting, illumination, color rendering and color temperature. For example, lighting applications in buildings and business spaces for business use must be illuminated with comfortable and soft lighting; in museum and exhibition spaces of ancient artifacts, the focus of the light shall be on the exhibited items, and UV radiation avoidance and lighting temperature reduction are necessary to reduce the damage to ancient artifacts; the lighting for building shall bring out the aesthetic design concept for the overall architectural appearance; the lighting for boutique display shall have high level of color rendering and spotlighting to highlight the coloring of products and their designing. Therefore, under diverse environmental and functional requirements, the Company develops products according to different space applications, and uses secondary optics technology to combine key technologies and product designs such as lighting types design, mechanical structure, heat dissipation structure and craftsmanship of lighting fixtures. The lighting source with different features can be used to produce the anticipated illumination effect of the lamps manufactured by the Company. The Company's products are oriented to professional lighting design and are developed for the use of space with precise lighting quality requirements.

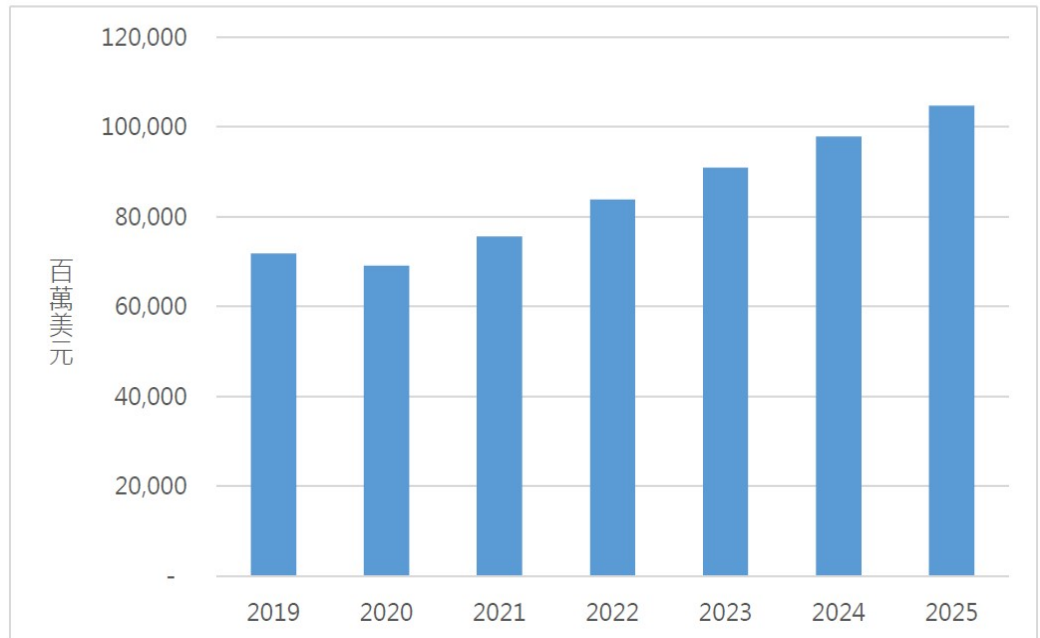
The Company's main clients are professional lighting designing and lighting engineering companies, and large international lighting fixtures manufacturers and distributors. The Company's products are distributed for daily lighting applications. With the trends of global economic growth and continuous urbanization, commercial activities will flourish and consumption of lighting products and services will increase, further triggering the growth of global lighting industry and the demand for professional lighting. According to the statistics and estimates by the Industry, Science and Technology International Strategy Center of the Industrial Technology Research Institute (hereinafter referred to as "IEK"), the global market for lighting sources and products is as follows

Estimation and Forecast of Global Lighting Market Scale



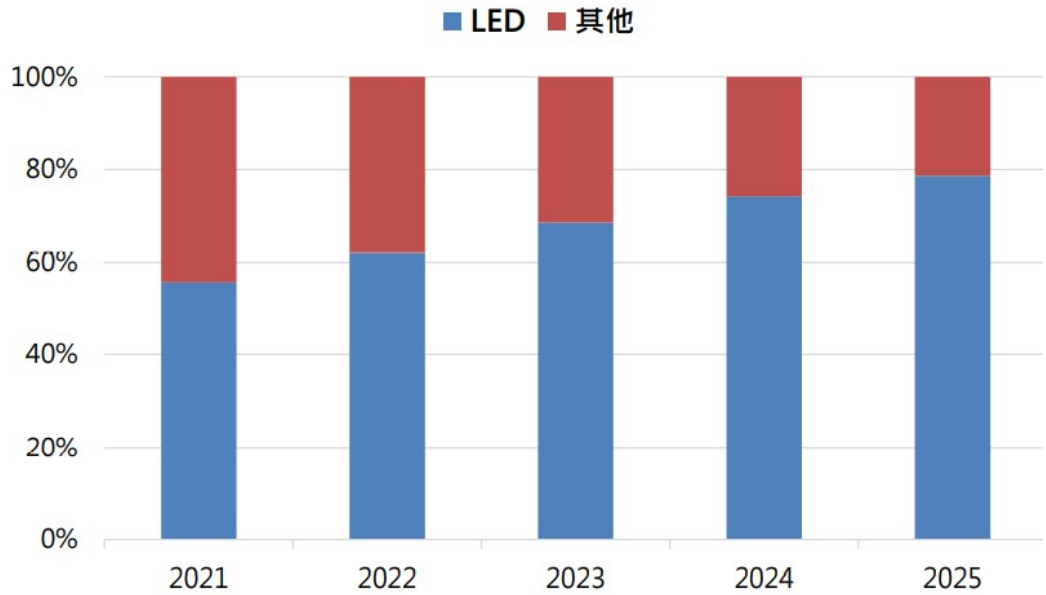
資料來源：工研院產科國際所 (2021/01)

Estimation and Forecast of Global LED Lighting Market Scale

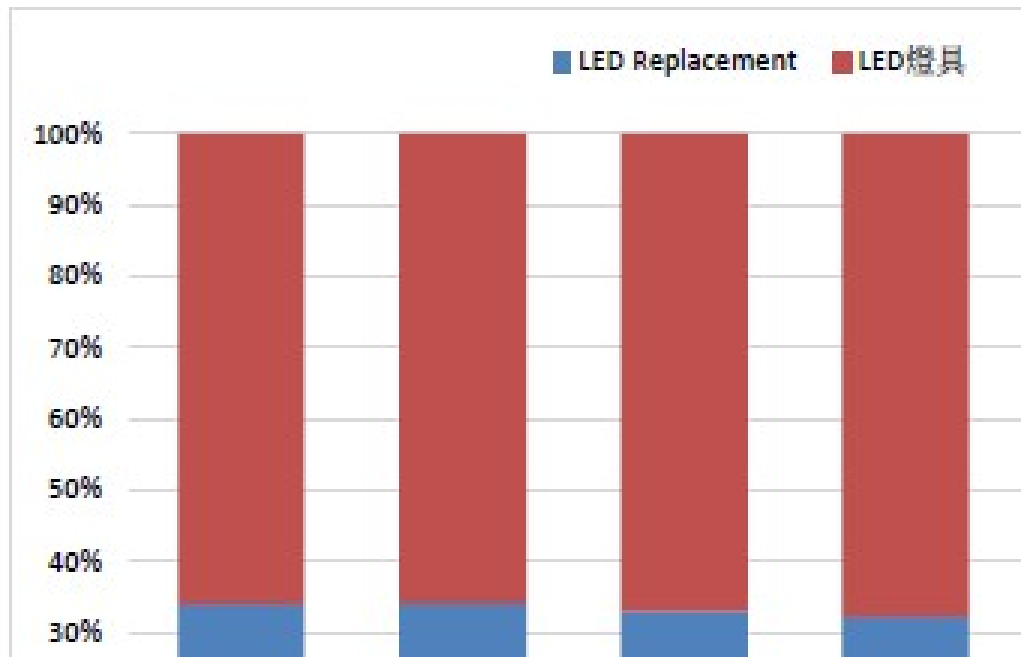


資料來源：工研院產科國際所 (2021/01)

Product Analysis to Global LED Lighting Market



資料來源：工研院產科國際所



Since 2010, the growth of global market of lighting industry has maintained steady annually. Under the global pandemic impact in 2020, the economic growth was hit while demand for lighting reduced. It is estimated that the 2020 global lighting market showed 8.4% decline, with market reaching USD129 billion of scale. The pandemic situation is likely to slow down in mid to long-term perspective, and the lighting market demand will restore the normal growth. In particular, the demand for Led lighting shifts to small quantity with diversification, which gross profit also becomes higher. In the future, the LED component price will continue to decline while market accessibility increases eventually. The

market scale will also grow, which is estimated to upgrade the market accessibility from 57.5% to 79% between 2021 and 2025. As the global lighting market grows steadily, the share of each applied lamps and their respective market share will vary according to the development of trends of lighting technology and the lighting industry.

D. Competitive Niche

- a. Have the underlying capacity for R&D and design of LED and traditional lighting, making the Company be able to provide diverse choices
- b. Have the key technology solutions to LED lighting, making the Company the leader of product development
- c. Have lasting marketing channels that allow the Company to respond to the needs of downstream application market
- d. Establish a well-equipped world-class lab which provides safe and quality products and facilitates product development

E. Favorable and Unfavorable Factors in the Long Term

a. Favorable Factors

(a) Profound Skills of Professional Lighting Fixtures Design and R&D

The Company has been operating business at professional lighting fixtures industry for nearly 20 years. Its product development and design capability has been cultivated and developed through years of industrial experience. The key members of the R&D team have extensive experience in the lighting industry, design and development, making Key technical integration for lighting design, mechanical structure, heat dissipation technology and aesthetics of exterior appearance able to be realized. The senior R&D supervisor is responsible for leading the whole team to conduct research and development tasks which involve the development and design for the Company's overall product series. The Company also actively recruits talents of lighting design and related techniques for maintaining and forming its solid technical foundation.

(b) Comprehensive Production Lines and Excellent Product Quality

The company has been adhering to the ideas of “professional design” and “global marketing” since its founding to supply lighting products of Halogen lamps, fluorescent lamps, HID lamps and LED lamps based on information provided by global clients and its advanced product design capacity. The available types of lighting fixture products include various high-efficiency commercial lighting fixtures such as projection lamps, track lights, wall

washers, cabinet lights, recessed lights and indoor/outdoor lighting. The style of each product family style series is comprehensive and able to meet the diverse client demands as well as the convenience of “one-time purchase”. In terms of quality management, the Company's key manufacturing processes can all be completed independently within its own factory, allowing fully mastering the production technology and stringent monitoring of product quality, achieving the requirements to its own product brands and providing good customer services.

(c) Comprehend the Latest Trend of Lighting Industry by Closely Cooperating with International Lighting Manufacturers

The growth of business of LED products has been rapid and its share of sales continued to increase since the Company entering into the field of LED lighting fixtures industry. With significantly increased demands for LED lighting, the Company has cultivated good business partnership with international LED lighting suppliers under the long-term cooperation which allows it to comprehend the latest development trend of LED lighting and obtain high-quality LED products in a timely manner. In addition, it also enables the Company to design and introduce high-efficiency professional LED lamps in advance to meet the characteristics of LED lighting fixture products of new generation and new types, and lead the development trend of LED lights, satisfy customers' demands for product quality, and seize the market share.

b. Unfavorable Factors

(a) Increasing Number of Competitors Entering LED Industry

Under the trend of rapid development of LED, more and more lighting fixtures manufacturers are investing in the development of LED lighting products. After a period of learning curve, their lighting design and product quality of the lighting products are bound to improve, so that the Company's advantages of technique and first-mover in terms of product lighting design will gradually decrease, and the competition among manufacturers will increase.

Countermeasures

The Company can comprehend the latest LED lighting development trend in advance and conduct development and design for LED lighting fixture products via its cooperation with international LED lighting manufacturers. The finished products can be verified at the Company's well-built laboratory equipment to meet customer's product quality demands. Therefore, among all the other manufacturers, the Company's competitive

advantage will be continuously improved through such development of LED lighting products. For the maintenance of sales and customer service, the Company maintains a high-quality customer service which provides customized products based on individual customer needs to maintain good business relations and increase competitive advantages against other competitors.

(b) Insufficient Supply of Domestic Talents of Lighting Industry

The scope of the lighting industry includes professional fields such as optical design, material application, industrial structure and electronic circuit which covers a wide range of professional techniques. However, the lighting industry has never been one of the focuses of domestic industrial development project. Therefore, the cultivation and training of talents of lighting techniques is relatively limited. Currently, the cultivation of industrial R&D talents is mainly by utilizing past field experience of “trial and error”. Training from schools and vocational education for talents of lighting industry is relatively insufficient.

Countermeasures

The Company has always been focusing on the development and manufacture of lighting fixture products since its foundation. The current R&D team has accumulated abundant experience in product development in the lighting-related industries along with the expansion of the Company. For insufficient supply of domestic R&D talents, the Company will keep on recruiting talents with relevant working experience and cooperating with schools and professionals in lighting industries to conduct R&D talents training and product development. In addition, the Company intends to solidify the overall talent quality of R&D of staff through the experience and technical heritage from the current R&D team. By experience heritage, education and training, and field operation, the new recruits can quickly develop their R&D capabilities and seamlessly participate into team operations.

(c) Uneven Qualities of New Comers which Disrupt Normal Market

Mechanism

Due to the large growth potential of the LED lighting market, in recent years many manufacturers have been attracted by it and entered into such industry. However, the quality of new comers is uneven, making product quality and efficiency difficult to be assessed. The price range is also unpredictable where high- and low-end products are piled up in the market, further disrupting the normal market mechanism and customer ability to

choose preferable products.

Countermeasures

Since it started to develop lighting fixtures, the Company has always been adhering to various safety regulations and optical inspections to achieve requirements of product quality and efficiency. The Company also focuses on the field of professional lighting fixture products in order to make product differentiation from other manufacturers. For marketing, instead of only clinging to one single regional market, the entry to global market and distribution channels is also achieved under ODM cooperation with internationally well-known lighting fixture manufacturers and cooperation with professional agents. Under the indispensable principle of adherence to production of high-quality products, the Company has been able to gain advantages in the highly competitive lighting fixture market through long-established marketing channels.

5.2.2 Production Procedures of Main Products

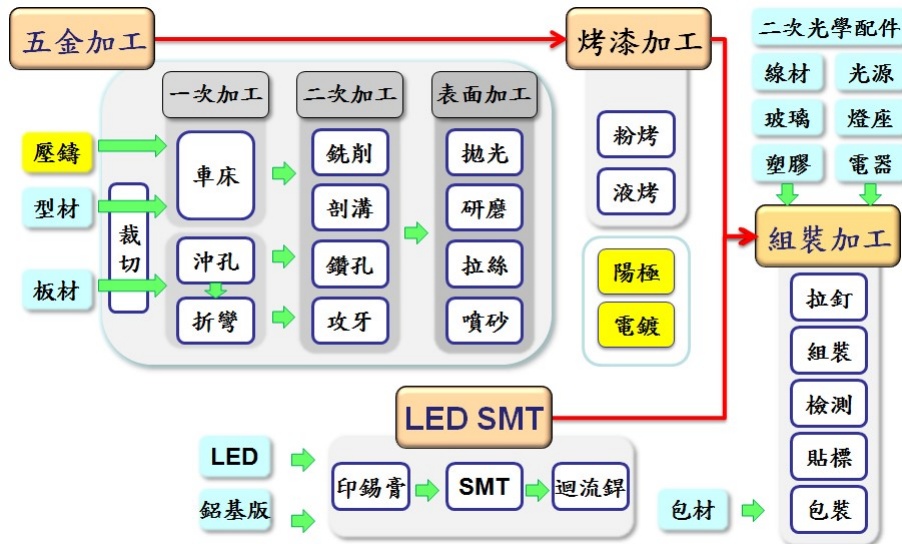
A. Major Products and Their Main Uses

Currently, the main products of the Company are LED lighting, HID lighting, fluorescent lighting and halogen lighting with extensive applications, as listed below.

- a. Architectural Lighting
- b. Retail Display Lighting
- c. Residential Lighting
- d. Entertainment Lighting
- e. Outdoor Area Lighting
- f. Commercial/Industrial Lighting

B. Major Products and Their Production Processes

The Production and Manufacturing Processes of Key Lighting Fixture Products of the Company are as below



5.2.3 Supply Status of Main Materials

Major Raw Materials	Source of Supply	Country	Supply Situation
Starters, transformers	Weisen, Tridonic	China	Good
LED light source	Bonjay Corp. (Zhejiang)	China	Good
Metal and plastic products	Jinhai, Jiangsheng Aluminum	China	Good

5.2.4 Major Suppliers and Clients

A. Major Suppliers in the Last Two Calendar Years

Unit: NT\$ thousands

Item	2022				2023				2024 (As of March 31)			
	Company Name	Amount	%	Relation with Issuer	Company Name	Amount	%	Relation with Issuer	Company Name	Amount	%	Relation with Issuer
1	Vendor A	30,491	8.8	No	Vendor B	17,057	5.7	No	Vendor D	11,827	9.5	No
2	Vendor C	25,740	7.4	No	Vendor C	16,670	5.6	No	Vendor E	5,332	4.3	No
	Others	289,916	83.8	-	Others	266,550	88.7	-	Others	107,269	86.2	-
	Net Total Supplies	346,147	100	-	Net Total Supplies	300,277	100	-	Net Total Supplies	124,428	100	-

Note: Major suppliers refer to those commanding 10%-plus share of annual order volume.

B. Major Clients in the Last Two Calendar Years

Unit: NT\$ thousands

Item	2022				2023				2024 (As of March 31)			
	Company Name	Amount	%	Relation with Issuer	Company Name	Amount	%	Relation with Issuer	Company Name	Amount	%	Relation with Issuer
1	Clients A	162,361	17.8	No	Clients A	136,501	16.8	No	Clients A	36,224	15.3	No
2									Clients B	28,887	12.2	No
	Others	751,440	82.2	-	Others	675,432	83.2	-	Others	171,398	72.5	
	Net Sales	913,801	100	-	Net Sales	811,933	100	-	Net Sales	236,509	100	

Note: Major Clients refer to those commanding 10%-plus share of annual order volume.

5.2.5 Production in the Last Two Years

Unit: Thousand ; NT\$ thousands

Output Year	2022			2023		
	Capacity	Quantity	Amount	Capacity	Quantity	Amount
Major Products (or by department)						
Lighting and parts	4,800	2,741	509,524	5,200	2,525	466,411
Total	4,800	2,741	509,524	5,200	2,525	466,411

The Company's production base is located at mainland China and focuses on export. The production activities in Taiwan are mainly to sell the assembly operation to clients in Taiwan. Currently, products are manufactured in China and exported to Taiwan.

5.2.6 Shipments and Sales in the Last Two Years

Unit: Thousand ; NT\$ thousand

Shipments & Sales Major Products	Year	2022				2023			
		Local		Export		Local		Export	
		Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount
Lighting and parts		44	57,041	2,876	856,760	46	57,512	2,544	754,421
Total		44	57,041	2,876	856,760	46	57,512	2,544	754,421

5.3 Human Resources

The number, average age, average years of service and educational background of employees over the last two years and up to the printing date of this annual report are summarized below.

Year		2022	2023	2024 (As of March 31)
Number of Employees	Management and Sales	144	207	200
	R&D	29	80	71
	Technology & Operations	296	428	413
	Administration	62	77	72
	Total	531	792	756
Average Age		36.97	36.00	36.12
Average Years of Service		7.49	6.88	7.12
Education	Ph.D.	0	0	0
	Masters	0.94%	1.01%	1.06%
	Bachelor's Degree	23.35%	33.96%	33.60%
	Senior High School	22.03%	21.46%	23.28%
	Below Senior High School	53.67%	43.56%	42.06%

Note: The total number of employees does not include 114 temporary employees in 2022, 142 temporary employees in 2023 and 113 temporary employees as of March 31, 2024.

5.4 Environmental Protection Expenditure

5.4.1 Total Losses and Penalties

The loss or penalty caused by environmental pollution during the latest year and up to the printing date of this annual report: None

5.4.2 Countermeasures

The total amount of losses (including compensation) and penalties caused by environmental pollution during the latest year and up to the printing date of this annual report, countermeasures (including improvement measures) and possible expenses are described below

The Company has no loss or penalty caused by environmental pollution during the latest year and up to the printing date of this annual report.

5.5 Labor Relations

5.5.1 Status of implementation of employee welfares, education, training, retirement system, as well as agreements between labor and management and various employee rights maintenance measures

A. Employee Welfares

In order to fully guarantee the welfare and benefit of employees and their life quality, the Company not only provides the basic guarantees required by laws, but also provides or sponsors the promotion of each welfare programs and establishes the organization of Employees Welfare Committee which is responsible for the planning and implementation of employee welfare matters. The current welfares are as the following

Taiwanese Headquarter

- a. Employee's remuneration and stock subscription system
- b. Year-end bonus
- c. Bonus for efficient budget utilization
- d. Bonus for loyal employees (who never resign his/her job for a specific period of time)
- e. Holiday bonus, Labor's Day bonus, birthday cash gift, staff incentive distributed at the first working day after Chinese New Year Festival, Monthly birthday party
- f. Group insurance
- g. Meal gathering for staff of each department and company trip
- h. Employee education and training courses
- i. Annual subsidy for medical examination/house renting subsidy, family visit airfare subsidy for expatriates, transportation allowances for regular leave
- j. Free health examination for employees from time to time
- k. Cozy office environment
- l. Wedding cash gift, maternity benefit, funeral subsidy, and emergency allowance
- m. Transport allowance for managerial level

Mainland China branch

- a. Meal gathering for staff of each department
- b. Year-end bonus
- c. Bonus for efficient budget utilization, production bonus, department performance bonus, and sales bonus

- d. Bonus for senior employees, maternity leave for female employees, birthday leave
- e. Holiday (Dragon-boat Festival and Moon Festival), birthday cash gift, staff incentive distributed at the first working day after Chinese New Year Festival
- f. Factory celebration (lottery and meal gathering)
- g. Cozy office and staff restaurant environment
- h. Free accommodation and meals available
- i. Employee recreational activities (basketball games)
- j. Educational training and advanced studies for employees
- k. Free health examination for employees
- l. Employee referral bonuses, and transport allowance for returning to work during Chinese New Year holidays
- m. Bonus for loyal employees (who never resign his/her job for a specific period of time)
- n. Telephone subsidy

B. Status of implementation of Employee Education and Training

The employees of the Company may apply for external education training courses to satisfy their working demands. For the on-the-job training for employees, each department may arrange appropriate internal training courses according to their actual needs to provide complete professional skills development, and self-development of the second professional skills of employees.

Status of Implementation of Education and Training for Employees in 2023

Items	Classes	Total Admission	Total Hours	Total Expense (NTD)
New employees	45	1,286	1,288	157,002
Internal functional training	144	1,821	2,438	
External training	43	64	445	
Total	232	3,171	4,171	

C. Pension Plan

- a. There is a pension plan for employees who are formally employed by the Company, and those who apply the defined benefit plan and defined contribution plan will respectively contribute 2% and 6% of the total monthly salary which is recognized as the pension and contributed to the pension fund. The preceding contributed amount shall be deposited to

the account in the Bank of Taiwan under the account name as the Labors' Pension Supervisory Committee. According to "Labor Standards Act", an amount of pension reserve shall be sufficiently contributed for one time to employees who are retiring in next annual period and are eligible to apply the original pension plan. Any employee who is eligible to retire may apply to the Company for obtaining pension which is paid by the aforesaid account.

- b. The subsidiary of the Company in mainland China pays pension insurance premiums to the government on a monthly basis as required in accordance with the local social pension insurance regulations, which is accumulated as the social pension insurance fund. Any mainland China Branch employee who has an accumulated insured period of 15 years, and reaches an age of 50 years old (female) or 60 years old (males) is eligible to apply for monthly payment of pension. The governmental authority shall pay the basic pension and the personal account reserve shall pay the personal account pension. The governmental authority will continue to pay the pension at the original statutory standard after the deposit of the personal pension account is fully paid up. At the same time, the Company has appropriated housing funds on behalf of the employees and remitted it to a special government account for management in accordance with local government regulations, which will be used to purchase, build, renovate, overhaul, and decorate or to pay rent for the benefits of the employees.

D. Industrial Relations

The coordination of industrial relations has always been one of the focuses of the Company. The Company's policy promotion and understandings to employee's opinions all adopt an open two-way communication approach, and an employee's suggestion box is set to provide employees with a channel for expressing opinions in order to maintain harmony between managers and labors.

E. Measures and Implementation of Employee Right Protection

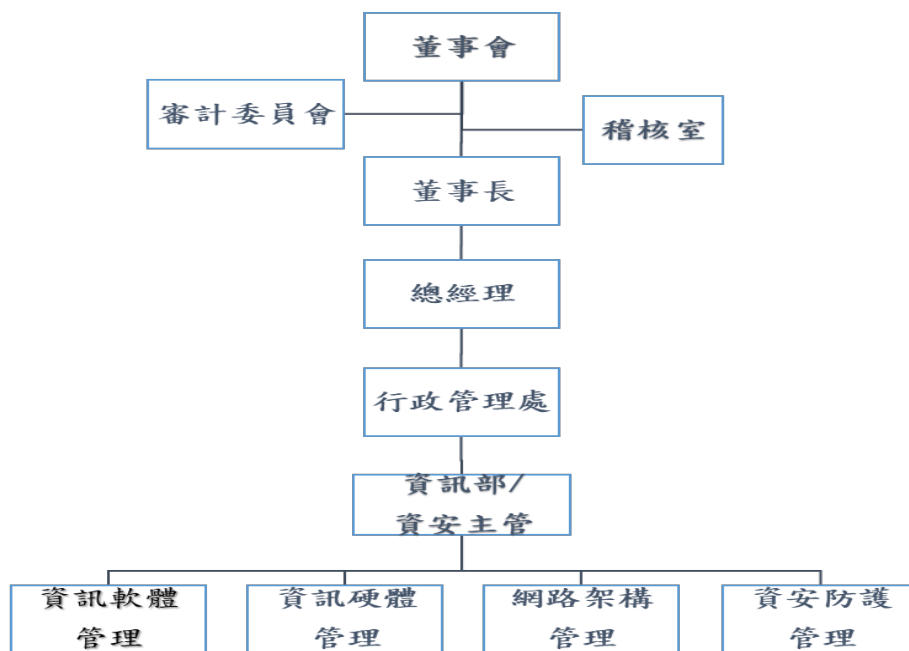
In addition to the establishment of the Employees Welfare Committee and the Labor Pension Reserve Supervision Committee based on mandatory legal requirements for conducting the planning, contribution, custody, utilization and mandatory matters regarding employee benefits and pension reserves, the Company also serves as the bridge for communication between labors and managers. The Company not only maintains each employee right and implements welfare system based on relevant legal regulations, but also

obtains opinions both from managers and labors by convening labor-management meetings.

5.5.2 Is there any loss of the Company due to labor dispute in the most recent two annual periods (as of the printing date of this Annual Report)? If yeas, please disclose the current and future estimated loss amount and countermeasures. Please also disclose and explain any situations where the amount cannot be reasonably estimated: No such situation occurred.

5.6 Information communication security management

5.6.1 Information security risk management framework



5.6.2 Information communication security policy

- Reduce probability of being attacked and boost hacking difficulty as primary approach.
- Use backup data as basis to administer measures and reduce data disclosure.
- Establish internal audit mechanism for various operating procedures.

5.6.3 Specific management solutions

- Reduce unnecessary hacks: Avoid services placed on internet, including FTP or website. Hand over corporate website to professional service providers to avoid turning the corporate internet into a target of attack.

- Establish protective mechanism from external firewall to the internal antivirus software and encryption routes to boost difficulty for hacking.
 - a. Adopt MPLS VPN in offices of different locations as network connection to boost the security of data exchange in different locations.
 - b. Set up firewall in Taiwan and China offices. Separate the internal and external networks and adopt online behavior control equipment (AC) to manager user behavior online through account and authority.
 - c. Establishing the internal online antivirus control center, monitor the network computer antivirus software upgrade and deployment. Monitor the virus condition of computer and take necessary actions to avoid expansion of situation.
 - d. Establishing Mail SPAN mechanism in mail server and make adjustment according to actual conditions. Establish DNS SPA rules to reduce likelihood of email fraud.
 - e. Establishing WSUS mechanism to maintain online operation system with excellent upgrade.
- The complete backup mechanism is established to build the backup restoration mechanism and remote backup for File server, DB and important services.
- The online use by users shall be administered by authorization, including Email, instant messenger, general internet browsing all require the application with approval before releasing the authorization of use while monitoring and recording the user online behavior.
- If the online educational training conducted on users involve personal data, a declaration of personal data law will be addressed and shall require the verification by users before release.
- The access control of personnel in/out of computer room, server maintenance records, online behavior records, online accounts and system accounts authorization application/cancelation mechanism, with the exception of internal audit on the information security items, the equipment security control shall be authenticated and verified for the execution of system restoration test. The audit results should be reported to the Board of Directors (12 20, 2023) and the introduction of external audit such as ISO and CPA annual audit to verify the effective implementation of various mechanisms.

5.6.4 Resource invested in information communication safety management

- In 2021, in order to improve the backup mechanism and increase the difficulty of intrusion, we invested one NAS in Taiwan office and two NAS in China factory for backup mechanism automation and offline backup.
- In 2023, we upgraded the headquarters server room architecture from traditional host architecture to hyper-converged infrastructure.
- We introduced internal firewall in 2023 to separate the server group from other office computers to reduce the risk of server group exposure.
- In 2023, 6 colleagues attended 12 hours of information security-related training courses in total.

5.6.5 With respect to the most recent fiscal year as well as the current fiscal year up to the date of publication of the annual report, if the loss, possible impact and response measures could not be reasonable estimated due to material information communication safety incidents, explain the facts that could not be reasonable estimated: None.

5.7 Important Contracts

As of 04/30/2024

Agreement	Counterparty	Period	Major Contents	Restrictions
Loan contract	Mega International Commercial Bank Co., Ltd.	12.5,2023~12.4,2024	Working capital	-
House lease contract	ATW Technology Inc.	1.1,2023~12.31,2025	Office and factory leased by the Company	No subletting is allowed

VI. Financial Information

6.1 Five-Year Financial Summary

6.1.1 Condensed Balance Sheet

Consolidated Condensed Balance Sheet-Based on IFRS

Unit: NT\$ thousands

Item	Year	Financial Summary for The Last Five Years (Note1)					As of
		2019	2020	2021	2022	2023	03/31/2024 (Note1)
Current assets		840,386	951,697	1,033,564	982,607	1,424,432	1,367,886
Long term Investment (Note3)		185,271	91,319	88,287	66,830	4,835	4,013
Property, Plant and Equipment		299,446	273,609	252,587	225,984	447,437	404,556
Right-of-use assets		32,589	41,028	37,029	29,634	103,130	100,633
Investment property, net		0	0	0	0	115,956	162,269
Intangible assets		1,681	4,337	3,455	1,375	29,796	28,628
Other assets		14,738	11,758	11,280	11,979	65,328	67,493
Total assets		1,374,111	1,373,748	1,426,202	1,318,409	2,190,914	2,135,478
Current liabilities	Before distribution	210,087	221,688	255,286	169,479	495,936	476,186
	After distribution	294,482	312,796	336,917	232,652	536,184	476,186
Non-current liabilities		21,842	17,828	18,287	14,693	85,135	79,986
Total liabilities	Before distribution	231,929	239,516	273,573	184,172	581,071	556,172
	After distribution	316,324	330,624	355,204	247,345	621,319	556,172
Equity attributable to shareholders of the parent							
Capital stock		401,556	397,688	403,134	394,223	579,966	579,966
Capital surplus		510,666	508,419	518,118	505,884	838,243	838,488
Retained earnings	Before distribution	318,275	362,976	367,791	327,424	296,935	238,947
	After distribution	233,880	271,868	286,160	264,251	256,687	238,947
Other equity interest		(54,323)	(72,115)	(88,050)	(78,922)	(90,929)	(63,723)
Treasury stock		(33,992)	(62,736)	(48,364)	(14,372)	(14,372)	(14,372)
Non-controlling interest		0	0	0	0	0	0
Total equity	Before distribution	1,142,182	1,134,232	1,152,629	1,134,237	1,609,843	1,579,306
	After distribution	1,057,787	1,043,124	1,070,998	1,071,064	1,569,595	1,579,306

Note1 : The above financial data for the last 5 years and those as of March 31, 2024 have been audited by CPAs.

Note2 : The cash dividends distribution for the fiscal year of 2023 was approved by the Board of Directors on February 27, 2024.

Note3 : Long-term investment includes non-current financial assets at fair value through other comprehensive income and investments using equity method.

6.1.2 Condensed Statement of Comprehensive Income

Consolidated Condensed Statement of Comprehensive Income – Based on IFRS

Unit: NT\$ thousands

Item	Year	Financial Summary for The Last Five Years (Note1)					As of
		2019	2020	2021	2022	2023	03/31/2024 (Note1)
Operating revenue		1,086,420	808,981	1,051,699	913,801	811,933	236,509
Gross profit		420,453	294,924	364,335	297,506	258,101	52,971
Income from operations		164,829	86,753	142,709	86,439	(2,022)	(38,670)
Non-operating income and expenses		(14,008)	16,534	(10,796)	(12,991)	73,940	21,980
Income before tax		150,821	103,287	131,913	73,448	71,918	(16,690)
Income from operations of continued segments - after tax		105,688	79,054	95,972	52,394	49,068	(17,740)
Income from discontinued operations		0	0	0	0	0	0
Net income (Loss)		105,688	79,054	95,972	52,394	49,068	(17,740)
Other comprehensive income (income after tax)		(38,089)	36,561	(15,984)	7,925	(28,391)	27,206
Total comprehensive income		67,599	115,615	79,988	60,319	20,677	9,466
Net income attributable to shareholders of the parent		105,688	79,054	95,972	52,394	49,068	(17,740)
Net income attributable to non-controlling interest		0	0	0	0	0	0
Comprehensive income attributable to Shareholders of the parent		67,599	115,615	79,988	60,319	20,677	9,466
Comprehensive income attributable to non-controlling interest		0	0	0	0	0	0
Earnings per share (Note2)		2.69	2.08	2.51	1.35	1.16	(0.31)

Note1 : The above financial data for the last 5 years and those as of March 31, 2024 have been audited by CPAs.

Note2 : The earning per share is calculated based on the retrospective adjustment of the post-tax earnings per share using the percentage of earnings or capital reserves transferred to capital increase.

6.1.3 Auditors' Opinions from 2019 to 2023

Year	Accounting Firm	CPA	Audit Opinion
2019	PricewaterhouseCoopers Taiwan	LIU, MEI-LAN , WANG, YU-CHUAN	Unqualified opinion
2020	PricewaterhouseCoopers Taiwan	HUNG, SHU-HUA , LIU, MEI-LAN	Unqualified opinion
2021	PricewaterhouseCoopers Taiwan	HUNG, SHU-HUA , LIU, MEI-LAN	Unqualified opinion
2022	PricewaterhouseCoopers Taiwan	HUNG, SHU-HUA , LIU, MEI-LAN	Unqualified opinion
2023	PricewaterhouseCoopers Taiwan	HUNG, SHU-HUA , WANG, YU-CHUAN	Unqualified opinion

6.2 Five-Year Financial Analysis

Consolidated Financial Analysis – Based on IFRS

Item		Year	Financial Analysis for the Last Five Years (Note1)					As of 03/31/2024
			2019	2020	2021	2022	2023	(Note1)
Financial structure (%)	Debt Ratio	16.88	17.44	19.18	13.97	26.52	26.04	
	Ratio of long-term capital to property, plant and equipment	388.73	421.06	463.57	508.41	378.82	410.15	
Solvency (%)	Current ratio	400.02	429.30	404.87	579.78	287.22	287.26	
	Quick ratio	313.69	348.12	303.44	473.55	254.44	250.96	
	Interest earned ratio (times)	843.58	234.15	400.74	359.28	86.31	(27.00)	
Operating performance	Accounts receivable turnover (times)	7.02	5.78	7.57	7.15	3.87	3.34	
	Average collection period	52	63	48	51	94	109	
	Inventory turnover (times)	3.73	2.90	3.12	2.68	2.88	3.86	
	Average days in sales	98	126	117	136	127	95	
	Accounts payable turnover (times)	6.53	5.78	7.17	8.25	4.71	3.99	
	Property, plant and equipment turnover (times)	3.48	2.82	4.00	3.82	2.41	2.22	
	Total assets turnover (times)	0.76	0.59	0.75	0.67	0.46	0.44	
Profitability	Return on total assets (%)	7.45	5.78	6.87	3.83	2.83	(0.80)	
	Return on stockholders' equity (%)	9.05	6.95	8.39	4.58	3.58	(1.11)	
	Pre-tax income to paid-in capital (%)	37.56	25.97	32.72	18.63	12.40	(2.88)	
	Profit ratio (%)	9.73	9.77	9.13	5.73	6.04	(7.50)	
	Earnings per share (NT\$)(Note2)	2.69	2.08	2.51	1.35	1.16	(0.31)	
Cash flow	Cash flow ratio (%)	84.17	79.39	46.82	112.40	26.69	4.92	
	Cash flow adequacy ratio (%)	123.08	111.66	91.83	117.47	131.21	(Note3)	
	Cash reinvestment ratio (%)	5.23	5.60	1.70	6.41	2.87	1.03	
Leverage	Operating leverage	1.38	1.69	1.43	1.71	(31.46)	0.34	
	Financial leverage	1.00	1.01	1.00	1.00	0.71	0.98	

Analysis of financial ratio differences for the last two years. (Not required if the difference does not

exceed 20%)

1. Increase in Debt Ratio: It was due to the merger of StrongLED on October 31, 2023. The debt ratio of 32.23% was higher than the 10.75% of TONS, which increased to 26.52% after the merger.
2. Decrease in the ratio of long-term funds to property, plant and equipment: The long-term fund was increased by 47.53% after the merger of StrongLED, which was less than the increase of 97.99% in property, plant and equipment, and it was due to the higher real estate value of StrongLED.
3. Decrease in current ratio: TONS was 594.63% and StrongLED was 157.77%, and the post-merger current ratio is decreased to 287.22%, which is still better than the peers.
4. Decrease in current ratio: TONS was 515.90% and StrongLED was 144.38%, and the post-merger current ratio is decreased to 254.44%, which is still better than the peers.
5. Decrease in interest earned ratio: The decline in net income before tax was resulted from the decrease in revenue, and StrongLED's bank loans caused the interest expenses to go up after the merger.
6. Decrease in accounts receivable turnover and in the average collection period: The original turnover rate of TONS was 6.99 times, which dropped to 3.87 times after the merger. It was because the inclusion of sales revenue was for 2 months only after the merger on October 31, 2023. However, accounts receivable was 100% consolidated at the end of the period, resulting in a decrease in turnover rate.
7. Decrease in accounts payable turnover: The original turnover rate of TONS was 10.01%, which dropped to 4.71% after the merger. It was because the inclusion of sales revenue was for 2 months only after the merger on October 31, 2023. However, accounts payable was 100% consolidated at the end of the period, resulting in a decrease in turnover rate.
8. Decrease in turnover rate of Property, plant and equipment: The main sales income is generated from the European region; however, inflation caused a decline in revenue, and the property, plant and equipment increased significantly after the merger due to the higher real estate value of StrongLED.
9. Decrease in total asset turnover rate: The assets increased significantly after the merger of StrongLED due to the increase in sales revenue for 2 monthly only.
10. Decrease in the return on assets and return on equity: Assets and equity increased after the merger of StrongLED, but because the merger benefits had not yet been generated due to the decrease in revenue and profits.
11. Decrease in the ratio of net income before tax to paid-in capital: The stock capital was increased by 18,390 thousand shares after the merger of StrongLED, but because the merger benefits had not yet been generated due to the decrease in revenue and profits.
12. Decrease in cash flow ratio: Profit decreased and cash flow from operating activities also decreased due to the increase of current liabilities after the merger of StrongLED.

13. Decrease in cash reinvestment ratio: Profit decreased and cash flow from operating activities also decreased due to the significant increase in property, plant and equipment after the merger of StrongLED.
14. Decrease in operating leverage and financial leverage: Mainly due to operating losses resulted from the reduction of revenue.

Note 1 : The above financial data for the last 5 years and those as of March 31, 2024 have been audited by CPAs.

Note 2 : The earning per share is calculated based on the retrospective adjustment of the post-tax earnings per share using the percentage of earnings or capital reserves transferred to capital increase.

Note 3 : The cash flow adequacy ratio is calculated based on the last 5 years and thus not applicable to the quarterly report.

6.3 Audit Committee's Report for the Most Recent Year

Tons Lightology Inc.
Audit Committee's Report

The Board of Directors had prepared and presented the Company's 2023 business report, financial report, and statement of retained earnings, of which, the financial report was consigned by the Board of Directors to be audited by CPA HUNG, SHU-HUA and CPA WANG, YU-CHUAN of PWC Taiwan with an independent auditor's report issued.

We have reviewed the said business report, financial report, and statement of retained earnings without finding any nonconformity against the governing law and regulations. Also, we have issued this Audit Committee's report in conformity with Article 219 of the Company Law.

Sincerely yours,

To: The 2024 Annual Shareholders' Meeting of Tons Lightology Inc.

Tons Lightology Inc.

Audit Committee Convener : LEE, SHYH-CHIN

February 27, 2024

6.4 Consolidated Financial Statements for the Years Ended December 31, 2023 and Independent Auditors' Report

Please refer from page 170 page 259

6.5 Financial Statements for the Years Ended December 31, 2023 and Independent Auditors' Report

Please refer from page 260 page 337

6.6 If the Company or its affiliates have experienced financial difficulties in the most recent fiscal year or during the current fiscal year up to the date of publication of the annual report, the annual report shall explain how said difficulties will affect the Company's financial situation:

None.

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of Tons Lightology Inc.

Opinion

We have audited the accompanying consolidated balance sheets of Tons Lightology Inc. and its subsidiaries (the "Group") as at December 31, 2023 and 2022, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2023 and 2022, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission.

Basis for opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the *Auditors' responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the Norm of Professional Ethics for Certified Public Accountants of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Group's 2023 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for the Group's 2023 consolidated financial statements are stated as follows:

Timing of recognising sales revenue

Description

Please refer to Note 4(30) for a description of accounting policy on sales revenue. Please refer to Note 6(20) for details of sales revenue.

The Group is primarily engaged in manufacturing and trading lighting equipment and lamps and the transaction mode is the parent company receives orders and transfers the orders to the subsidiaries for manufacturing and delivery. Since sales revenue involves different transaction terms and the timing of transfer of the control of goods involves manual judgement, we thus identified the timing of sales revenue recognition as one of the key areas of focus for this year's audit.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

- A. Obtained an understanding and evaluated the operating procedures and internal controls over sales revenue, and assessed the effectiveness on how the management controls the timing of recognising sales revenue.
- B. Performed sales cut-off test for a certain period before and after balance sheet date to assess the accuracy of the timing of sales revenues.

Inventory valuation

Description

Please refer to Note 4(13) for a description of accounting policy on inventory valuation. Please refer to Note 5(2) for accounting estimates and assumption uncertainty in relation to inventory valuation. Please refer to Note 6(5) for a description of inventory. As of December 31, 2023, the Group's inventory amounted to NT\$186,052 thousand and inventory valuation losses amounted to NT\$44,644 thousand.

The Group is primarily engaged in manufacturing and trading lighting equipment and lamps. Based on the Group's inventory policy, inventory valuation is measured at the lower of cost and net realisable value, which involves subjective judgement resulting in a high degree of estimation uncertainty. Thus, we identified inventory valuation as one of the key areas of focus for this year's audit.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

- A. Obtained an understanding of the Group's inventory policy and assessed the reasonableness of the policy.
- B. Reviewed annual inventory counting plan and observed the annual inventory counting event in order to assess the classification of obsolete inventory and effectiveness of obsolete inventory internal control.
- C. Obtained the Group's inventory aging report and verified dates of movements with supporting documents. Ensured the proper categorisation of inventory aging report in accordance with the Group's policy.
- D. Obtained the net realisable value statement of each inventory, assessed whether the estimation policy was consistently applied, tested the estimation basis of the net realisable value with relevant information, including verifying the sales and purchase prices with supporting evidence, and recalculated and evaluated the reasonableness of the inventory valuation.

Business Combination-Acquisition of StrongLED Lighting System (Cayman) Co., Ltd.

Description

In October 2023, the Company acquired 100% of equity of StrongLED Lighting System (Cayman) Co., Ltd. through a share swap. The share swap ratio was one share of the Company for 1.72 shares of StrongLED Lighting System (Cayman) Co., Ltd., and resulted in a gain recognized in bargain purchase transaction of NT\$85,875 thousand due to M&A transaction during the year.

The Company used the acquisition method as accounting treatment for the business combination, refer to Note 4(28) for the details. The purchase price allocation report prepared by the external appraiser appointed by management was used to measure and allocate the purchase price to identifiable assets and assumed liabilities which arose from the combination (refer to Note 6(29) in the consolidated financial statements for details).

As the purchase price allocation involved management's estimation and the business combination was significant to the financial statements, we consider the business combination a key audit matter.

How our audit addressed the matter

We performed the following audit procedures in relation to the above key audit matter:

- A. Inquired with management the details of the business combination, including acquisition motive, purchase price and valuation basis for fair values of assets acquired and liabilities assumed, accounting policies applied and the related internal control process, and reviewed the minutes of Board of Directors' meeting and related contracts.
- B. We assessed the competence and independence of the external appraiser engaged by the management, and reviewed the assessment on the reasonableness of share swap ratio provided by the independent expert and the agreements of share transfer, consideration to verify the purchase price.

- C. Obtained an understanding of the basis and procedure of purchase price allocation which was estimated by management. We reviewed the original data and the reasonableness of major assumptions and fair value as indicated in the purchase price allocation reports prepared by the appraisers appointed by the Company.
- D. Obtained accounting entries (shown as ‘Investments accounted for using equity method’) of the price allocation result based on the price allocation report and ensured accuracy of recorded amount.

Other matter – Parent company only financial statements

We have audited and expressed an unqualified opinion on the parent company only financial statements of Tons Lightology Inc. as at and for the years ended December 31, 2023 and 2022.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the audit committee, are responsible for overseeing the Group’s financial reporting process.

Auditors' responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgement and professional skepticism throughout the audit. We also:

- A. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- B. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- C. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- D. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- E. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- F. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Hung, Shu-Hua

Wang, Yu-Chuan

For and on behalf of PricewaterhouseCoopers, Taiwan

February 27, 2024

The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

TONS LIGHTOLOGY INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

Assets	Notes	December 31, 2023		December 31, 2022		
		AMOUNT	%	AMOUNT	%	
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 406,694	19	\$ 361,977	28
1110	Financial assets at fair value through profit or loss - current	6(2)	-	-	59,616	5
1136	Current financial assets at amortised cost	6(3) and 8	571,621	26	265,399	20
1150	Notes receivable, net	6(4)	69,594	3	2,122	-
1170	Accounts receivable, net	6(4)	199,829	9	105,080	8
1180	Accounts receivable - related parties	6(4) and 7(2)	-	-	321	-
1200	Other receivables		9,082	-	5,840	1
1220	Current tax assets		481	-	246	-
130X	Inventories	6(5)	141,408	7	174,616	13
1410	Prepayments		21,171	1	5,422	-
1470	Other current assets		4,552	-	1,968	-
11XX	Current Assets		<u>1,424,432</u>	<u>65</u>	<u>982,607</u>	<u>75</u>
Non-current assets						
1517	Non-current financial assets at fair value through other comprehensive income	6(6)	4,835	-	34,600	3
1550	Investments accounted for using equity method	6(7)	-	-	32,230	2
1600	Property, plant and equipment	6(8)	447,437	21	225,984	17
1755	Right-of-use assets	6(9)	103,130	5	29,634	2
1760	Investment property, net	6(10)	115,956	5	-	-
1780	Intangible assets		29,796	1	1,375	-
1840	Deferred income tax assets	6(27)	52,803	2	4,142	-
1900	Other non-current assets	6(11) and 8	12,525	1	7,837	1
15XX	Non-current assets		<u>766,482</u>	<u>35</u>	<u>335,802</u>	<u>25</u>
1XXX	Total assets		<u>\$ 2,190,914</u>	<u>100</u>	<u>\$ 1,318,409</u>	<u>100</u>

(Continued)

TONS LIGHTOLOGY INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity	Notes	December 31, 2023		December 31, 2022		
		AMOUNT	%	AMOUNT	%	
Current liabilities						
2100	Short-term borrowings	6(12)	\$ 86,540	4	\$ -	-
2120	Financial liabilities at fair value through profit or loss - current	6(2)	507	-	1,687	-
2130	Current contract liabilities	6(20)	48,503	2	31,191	2
2150	Notes payable		72,567	3	31	-
2170	Accounts payable		116,586	5	45,769	4
2200	Other payables	6(13)	148,476	7	66,850	5
2230	Current income tax liabilities		82	-	19,596	2
2250	Provisions for liabilities - current		13,813	1	548	-
2280	Current lease liabilities		7,525	1	2,489	-
2300	Other current liabilities		1,337	-	1,318	-
21XX	Current Liabilities		<u>495,936</u>	<u>23</u>	<u>169,479</u>	<u>13</u>
Non-current liabilities						
2550	Provisions for liabilities - non-current		10,999	1	551	-
2570	Deferred income tax liabilities	6(27)	54,433	2	3,830	-
2580	Non-current lease liabilities		7,876	-	295	-
2600	Other non-current liabilities	6(14)	11,827	1	10,017	1
25XX	Non-current liabilities		<u>85,135</u>	<u>4</u>	<u>14,693</u>	<u>1</u>
2XXX	Total Liabilities		<u>581,071</u>	<u>27</u>	<u>184,172</u>	<u>14</u>
Equity attributable to owners of parent						
Share capital						
3110	Share capital - common stock	6(16)	579,966	26	394,223	30
Capital surplus						
3200	Capital surplus	6(17)	838,243	38	505,884	38
Retained earnings						
3310	Legal reserve	6(18)	122,428	6	118,301	9
3320	Special reserve		78,922	4	88,050	7
3350	Unappropriated retained earnings		95,585	4	121,073	9
Other equity interest						
3400	Other equity interest	6(19)	(90,929)	(4)	(78,922)	(6)
3500	Treasury shares	6(16)	(14,372)	(1)	(14,372)	(1)
31XX	Equity attributable to owners of the parent		<u>1,609,843</u>	<u>73</u>	<u>1,134,237</u>	<u>86</u>
3XXX	Total equity		<u>1,609,843</u>	<u>73</u>	<u>1,134,237</u>	<u>86</u>
3X2X	Total liabilities and equity		<u>\$ 2,190,914</u>	<u>100</u>	<u>\$ 1,318,409</u>	<u>100</u>

The accompanying notes are an integral part of these consolidated financial statements.

TONS LIGHTOLOGY INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars, except earnings per share amounts)

	Items	Notes	Year ended December 31			
			2023		2022	
			AMOUNT	%	AMOUNT	%
4000	Sales revenue	6(20) and 7	\$ 811,933	100	\$ 913,801	100
5000	Operating costs	6(5) and 7	(553,832)	(68)	(616,295)	(68)
5900	Net operating margin		258,101	32	297,506	32
	Operating expenses	6(25)(26)				
6100	Selling expenses		(101,811)	(12)	(85,368)	(9)
6200	General and administrative expenses		(110,306)	(14)	(86,614)	(10)
6300	Research and development expenses		(48,006)	(6)	(39,085)	(4)
6000	Total operating expenses		(260,123)	(32)	(211,067)	(23)
6900	Operating (loss) profit		(2,022)	-	86,439	9
	Non-operating income and expenses					
7100	Interest income	6(21)	17,453	2	11,053	1
7010	Other income	6(22)	94,194	12	2,381	1
7020	Other gains and losses	6(23)	(5,878)	(1)	(16,334)	(2)
7050	Finance costs	6(24)	(843)	-	(205)	-
7060	Share of loss of associates and joint ventures accounted for using equity method	6(7)	(30,986)	(4)	(9,886)	(1)
7000	Total non-operating income and expenses		73,940	9	(12,991)	(1)
7900	Profit before income tax		71,918	9	73,448	8
7950	Income tax expense	6(27)	(22,850)	(3)	(21,054)	(2)
8200	Profit for the year		\$ 49,068	6	\$ 52,394	6
	Other comprehensive income					
	Components of other comprehensive income that will not be reclassified to profit or loss					
8311	Other comprehensive income, before tax, actuarial losses on defined benefit plans	6(14)	\$ 300	-	(\$ 1,504)	-
8316	Unrealized losses from investments in equity instruments measured at fair value through other comprehensive income	6(19)	(2,189)	-	(11,571)	(1)
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(27)	385	-	320	-
8310	Components of other comprehensive loss that will not be reclassified to profit or loss		(1,504)	-	(12,755)	(1)
	Components of other comprehensive income that will be reclassified to profit or loss					
8361	Financial statements translation differences of foreign operations	6(19)	(26,887)	(3)	20,680	2
8360	Components of other comprehensive (loss) income that will be reclassified to profit or loss		(26,887)	(3)	20,680	2
8300	Total other comprehensive (loss) income for the year		(\$ 28,391)	(3)	\$ 7,925	1
8500	Total comprehensive income for the year		\$ 20,677	3	\$ 60,319	7
	Basic earnings per share	6(28)				
9750	Total basic earnings per share		\$ 1.16		\$ 1.35	
9850	Total diluted earnings per share		\$ 1.15		\$ 1.33	

The accompanying notes are an integral part of these consolidated financial statements.

TONS LIGHTOLOGY INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

	Equity attributable to owners of the parent												
	Capital	Capital Reserves				Retained Earnings			Other equity interest				
Notes	Share capital - common stock	Advance receipts for share capital	Additional paid-in capital	Treasury share transactions	Employee stock warrants	Legal reserve	Special reserve	Unappropriated retained earnings	Financial statements translation differences of foreign operations	Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income	Treasury shares	Total equity	
Year 2022													
Balance at January 1, 2022	\$ 402,031	\$ 1,103	\$ 514,590	\$ 1,287	\$ 2,241	\$ 108,709	\$ 72,115	\$ 186,967	(\$ 81,805)	(\$ 6,245)	(\$ 48,364)	\$ 1,152,639	
Profit for the year	-	-	-	-	-	-	-	52,394	-	-	-	52,394	
Other comprehensive income (loss) for the year	6(19)	-	-	-	-	-	-	(1,203)	20,680	(11,552)	-	7,925	
Total comprehensive income (loss)		-	-	-	-	-	-	51,191	20,680	(11,552)	-	60,319	
Appropriation and distribution of 2021 retained earnings	6(18)												
Legal reserve		-	-	-	-	9,592	-	(9,592)	-	-	-	-	
Special reserve		-	-	-	-	-	15,935	(15,935)	-	-	-	-	
Cash dividends		-	-	-	-	-	-	(81,631)	-	-	-	(81,631)	
Share-based payment transactions-employee stock options	6(15)	2,192	(1,103)	2,256	(425)	-	-	-	-	-	-	2,920	
Retirement of treasury share		(10,000)	-	(12,778)	(1,287)	-	-	(9,927)	-	-	33,992	-	
Balance at December 31, 2022		<u>\$ 394,223</u>	<u>\$ -</u>	<u>\$ 504,068</u>	<u>\$ -</u>	<u>\$ 1,816</u>	<u>\$ 118,301</u>	<u>\$ 88,050</u>	<u>\$ 121,073</u>	<u>(\$ 61,125)</u>	<u>(\$ 17,797)</u>	<u>(\$ 14,372)</u>	<u>\$ 1,134,237</u>
Year 2023													
Balance at January 1, 2023		\$ 394,223	\$ -	\$ 504,068	\$ -	\$ 1,816	\$ 118,301	\$ 88,050	\$ 121,073	(\$ 61,125)	(\$ 17,797)	(\$ 14,372)	\$ 1,134,237
Profit for the year		-	-	-	-	-	-	49,068	-	-	-	49,068	
Other comprehensive income (loss) for the year	6(19)	-	-	-	-	-	-	240	(26,887)	(1,744)	-	(28,391)	
Total comprehensive income (loss)		-	-	-	-	-	-	49,308	(26,887)	(1,744)	-	20,677	
Appropriation and distribution of 2022 retained earnings	6(18)												
Legal reserve		-	-	-	-	4,127	-	(4,127)	-	-	-	-	
Special reserve		-	-	-	-	-	(9,128)	9,128	-	-	-	-	
Cash dividends		-	-	-	-	-	-	(63,173)	-	-	-	(63,173)	
Shares issued pursuant to acquisitions	6(16)	183,895	-	329,173	-	-	-	-	-	-	-	513,068	
Share-based payment transactions-employee stock options	6(15)	1,848	-	3,731	(545)	-	-	-	-	-	-	5,034	
Disposal of investments in equity instruments designated at fair value through other comprehensive income		-	-	-	-	-	-	(16,624)	-	16,624	-	-	
Balance at December 31, 2023		<u>\$ 579,966</u>	<u>\$ -</u>	<u>\$ 836,972</u>	<u>\$ -</u>	<u>\$ 1,271</u>	<u>\$ 122,428</u>	<u>\$ 78,922</u>	<u>\$ 95,585</u>	<u>(\$ 88,012)</u>	<u>(\$ 2,917)</u>	<u>(\$ 14,372)</u>	<u>\$ 1,609,843</u>

The accompanying notes are an integral part of these consolidated financial statements.

TONS LIGHTOLOGY INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

	Notes	Years ended December 31,	
		2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		\$ 71,918	\$ 73,448
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation	6(8)(25)	51,134	49,522
Depreciation -investment property	6(10)(25)	1,169	-
Depreciation - right-of-use asset	6(9)(25)	10,393	9,263
Amortisation	6(25)	2,942	2,470
Provision for (gain on reversal of) expected credit loss	12(2)	(1,723)	(1,054)
Net loss on financial assets and liabilities at fair value through profit or loss	6(2)(23)	(1,001)	27,684
Interest expense - finance lease	6(24)	444	-
Interest expense - lease liability	6(24)	399	205
Interest income	6(21)	(17,453)	(11,053)
Share-based payments	6(15)	1,085	424
Share of loss of associates and joint ventures accounted for under equity method	6(7)	30,986	9,886
Loss (gain) on disposal of property, plant and equipment	6(23)	(747)	(198)
Gain recognized in bargain purchase transaction		(85,857)	-
Unrealized foreign exchange gain		9,237	2,662
(Reversal of) prorsion for warranty expense		(17)	214
Changes in operating assets and liabilities			
Changes in operating assets			
Notes receivable, net		6,539	86
Accounts receivable, net		14,512	39,236
Accounts receivable due from related parties		315	(321)
Other receivables		6	5,446
Inventories		72,872	72,161
Prepayments		(2,915)	10,733
Other current assets		44	(152)
Changes in operating liabilities			
Notes payable		5,682	3
Accounts payable		(7,253)	(59,418)
Other payables		(8,972)	(21,922)
Contract liabilities		(13,541)	5,700
Other current liabilities		(2,295)	(1,089)
Other non-current liabilities		46	(13)
Non-current provisions		(2,679)	-
Cash inflow generated from operations		135,270	213,923
Interest received		15,230	9,649
Interest paid		(906)	(205)
Income tax paid		(17,204)	(32,879)
Net cash flows from operating activities		<u>132,390</u>	<u>190,488</u>

(Continued)

TONS LIGHTOLOGY INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

	Notes	Years ended December 31,	
		2023	2022
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Acquisition of financial assets measured at fair value through profit or loss		(\$ 243)	\$ -
(Increase) decrease in financial assets at amortised cost		(178,406)	(69,472)
Acquisition of investments accounted for using equity method		(1,487)	-
Proceeds from disposal of investments accounted for using equity method		2,731	-
Acquisition of property, plant and equipment	6(30)	(15,212)	(12,452)
Proceeds from disposal of property, plant and equipment		1,353	571
(Increase) decrease in refundable deposits		677	(1,918)
Acquisition of intangible deposits		(7,854)	(390)
Increase in other non-current assets		(3,356)	(5,633)
Acquisition of subsidiaries		224,799	-
Net cash flows from (used in) investing activities		<u>23,002</u>	<u>(89,294)</u>
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Decrease in short-term borrowings	6(31)	(26,221)	-
Repayment of principal portion of lease liabilities	6(31)	(9,059)	(8,554)
Cash dividends paid	6(18)(31)	(63,173)	(81,631)
Exercise of employee stock options		3,949	2,497
Net cash flows used in financing activities		<u>(94,504)</u>	<u>(87,688)</u>
Effect of exchange rate changes on cash equivalents		(16,171)	4,035
Net increase in cash and cash equivalents		44,717	17,541
Cash and cash equivalents at beginning of year		<u>361,977</u>	<u>344,436</u>
Cash and cash equivalents at end of year		<u>\$ 406,694</u>	<u>\$ 361,977</u>

The accompanying notes are an integral part of these consolidated financial statements.

TONS LIGHTOLOGY INC. AND SUBSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2023

(Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

1. ORGANISATION AND OPERATIONS

Tons Lightology Inc. (the “Company”) was incorporated as a company limited by shares under the provisions of the Company Law of the Republic of China (R.O.C) on August 20, 1992. On June 17, 2013, the Company’s stocks were officially listed on the Taipei Exchange. The Company and its subsidiaries (collectively referred herein as the “Group”) are primarily engaged in manufacturing and trading of lighting equipment and lamps.

2. THE DATE OF AUTHORISATION FOR ISSUANCE OF THE CONSOLIDATED FINANCIAL STATEMENTS AND PROCEDURES FOR AUTHORISATION

These consolidated financial statements were approved and authorised for issuance by the Board of Directors on February 27, 2024.

3. APPLICATION OF NEW STANDARDS, AMENDMENTS AND INTERPRETATIONS

(1) Effect of the adoption of new issuances of or amendments to International Financial Reporting Standards (“IFRS”) that came into effect as endorsed by the Financial Supervisory Commission (“FSC”)

New standards, interpretations and amendments that came into effect as endorsed by the FSC and became effective from 2023 are as follows:

<u>New Standards, Interpretations and Amendments</u>	<u>Effective date by International Accounting Standards Board</u>
Amendments to IAS 1, ‘Disclosure of accounting policies’	January 1, 2023
Amendments to IAS 8, ‘Definition of accounting estimates’	January 1, 2023
Amendments to IAS 12, ‘Deferred tax related to assets and liabilities arising from a single transaction’	January 1, 2023
Amendments to IAS 12, ‘International tax reform - pillar two model rules	May 23, 2023

The above standards and interpretations have no significant impact to the Group’s financial condition and financial performance based on the Group’s assessment.

(2) Effect of new issuances of or amendments to IFRSs as endorsed by the FSC but not yet adopted by the Group

New standards, interpretations and amendments endorsed by the FSC and will become effective from 2024 are as follows:

<u>New Standards, Interpretations and Amendments</u>	<u>Effective date by International Accounting Standards Board</u>
Amendments to IFRS 16, 'Lease liability in a sale and leaseback'	January 1, 2024
Amendments to IAS 1, 'Classification of liabilities as current or non-current'	January 1, 2024
Amendments to IAS 1, 'Non-current liabilities with covenants'	January 1, 2024
Amendments to IAS 7 and IFRS 7, 'Supplier finance arrangements'	January 1, 2024

The above standards and interpretations have no significant impact to the Group's financial condition and financial performance based on the Group's assessment.

(3) IFRSs issued by IASB but not yet endorsed by the FSC

New standards, interpretations and amendments issued by IASB but not yet included in the IFRSs as endorsed by the FSC are as follows:

<u>New Standards, Interpretations and Amendments</u>	<u>Effective date by International Accounting Standards Board</u>
Amendments to IFRS 10 and IAS 28, 'Sale or contribution of assets between an investor and its associate or joint venture'	To be determined by International Accounting
IFRS 17, 'Insurance contracts'	January 1, 2023
Amendments to IFRS 17, 'Insurance contracts'	January 1, 2023
Amendment to IFRS 17, 'Initial application of IFRS 17 and IFRS 9 – comparative information'	January 1, 2023
Amendments to IAS 21, 'Lack of exchangeability'	January 1, 2025

The above standards and interpretations have no significant impact to the Group's financial condition and financial performance based on the Group's assessment. The quantitative impact will be disclosed when the assessment is complete.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

(1) Compliance statement

The consolidated financial statements of the Group have been prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the FSC (collectively referred herein as the “IFRSs”).

(2) Basis of preparation

A. Except for the following items, the consolidated financial statements have been prepared under the historical cost convention:

- (a) Financial assets and financial liabilities (including derivative instruments) at fair value through profit or loss.
- (b) Financial assets at fair value through other comprehensive income.
- (c) Defined benefit liabilities recognised based on the net amount of pension fund assets less present value of defined benefit obligation.

B. The preparation of financial statements in conformity with IFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 5.

(3) Basis of consolidation

A. Basis for preparation of consolidated financial statements :

- (a) All subsidiaries are included in the Group’s consolidated financial statements. Subsidiaries are all entities controlled by the Group. The Group controls an entity when the Group is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Consolidation of subsidiaries begins from the date the Group obtains control of the subsidiaries and ceases when the Group loses control of the subsidiaries.
- (b) Inter-company transactions, balances and unrealised gains or losses on transactions between companies within the Group are eliminated. Accounting policies of subsidiaries have been adjusted where necessary to ensure consistency with the policies adopted by the Group.
- (c) Profit or loss and each component of other comprehensive income are attributed to the owners of the parent and to the non-controlling interests. Total comprehensive income is attributed to the owners of the parent and to the non-controlling interests even if this results in the noncontrolling interests having a deficit balance.

- (d) Changes in a parent's ownership interest in a subsidiary that do not result in the parent losing control of the subsidiary (transactions with non-controlling interests) are accounted for as equity transactions, i.e. transactions with owners in their capacity as owners. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity.
- (e) When the Group loses control of a subsidiary, the Group remeasures any investment retained in the former subsidiary at its fair value. That fair value is regarded as the fair value on initial recognition of a financial asset or the cost on initial recognition of the associate or joint venture. Any difference between fair value and carrying amount is recognised in profit or loss. All amounts previously recognised in other comprehensive income in relation to the subsidiary are reclassified to profit or loss on the same basis as would be required if the related assets or liabilities were disposed of. That is, when the Group loses control of a subsidiary, all gains or losses previously recognised in other comprehensive income in relation to the subsidiary should be reclassified from equity to profit or loss, if such gains or losses would be reclassified to profit or loss when the related assets or liabilities are disposed of.

B. Subsidiaries included in the consolidated financial statements:

Name of investor	Name of subsidiary	Main business activities	Ownership(%)		Description
			December 31, 2023	December 31, 2022	
TONS LIGHTOLOGY INC.	WORLD EXTEND HOLDING INC. (WORLD EXTEND)	Reinvestment company	100	100	
TONS LIGHTOLOGY INC.	HONG BO INVESTMENT CO.,LTD. (HONG BO)	Reinvestment company	100	100	
TONS LIGHTOLOGY INC.	TONS LIGHTOLOGY (CAYMAN) INC.	Reinvestment company	100	-	Note
WORLD EXTEND HOLDING INC.	GREATSUPER TECHNOLOGY LIMITED (GS)	Reinvestment company	100	100	
WORLD EXTEND HOLDING INC.	LUMINOUS HOLDING INCORPORATED (LUMINOUS)	Reinvestment company	100	100	
GREATSUPER TECHNOLOGY LIMITED	TITAN LIGHTING CO., LTD (TITAN)	Design of products, manufacturing of hardware parts, production and trading of lighting products and accessories	100	100	

Name of investor	Name of subsidiary	Main business activities	Ownership(%)		Description
			December 31, 2023	December 31, 2022	
GREATSUPER TECHNOLOGY LIMITED	ZHONGSHAN TONS LIGHTING CO., LTD (ZHONGSHAN TONS)	Design of products, manufacturing of hardware parts, production and trading of lighting products and accessories	100	100	
LUMINOUS HOLDING INCORPORATED	SHANGHAI TONS LIGHTOLOGY CO., LTD (SHANGHAI TONS)	Sales of various lighting products and accessories	100	100	
StrongLED Lighting Systems (Cayman) Co., Ltd.	MENTALITY INTERNATIONAL CORPORATION (MENTALITY)	Reinvestment company	100	-	Note
StrongLED Lighting Systems (Cayman) Co., Ltd.	StrongLED Smart Lighting (Cayman) Co., Ltd. (Smart Lighting)	Reinvestment company	100	-	Note
MENTALITY INTERNATIONAL CORPORATION	Grand Canyon Opto Tech (Su Zhou) Co.,Ltd. (Grand Canyon (Su Zhou))	Research, development, production and sales of LED semiconductor application and other products	100	-	Note
Grand Canyon Opto Tech (Su Zhou) Co.,Ltd.	ShangHai Grand Canyon LED Lighting Systems Co.,Ltd. (ShangHai Grand Canyon)	Research, development, production and sales of LED semiconductor application and other products	100	-	Note

Note: The Group merged Strong LED Lighting Systems (Cayman) Co., Ltd. on October 31, 2023.

C. Subsidiaries not included in the consolidated financial statements: None.

D. Adjustments for subsidiaries with different balance sheet dates: None.

E. Significant restrictions: None.

F. Subsidiaries that have non-controlling interests that are material to the Group: None.

(4) Foreign currency translation

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in New Taiwan dollars (NTD), which is the Company's functional and the Group's presentation currency.

A. Foreign currency transactions and balances

- (a) Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions are recognised in profit or loss in the period in which they arise.
- (b) Monetary assets and liabilities denominated in foreign currencies at the period end are re-translated at the exchange rates prevailing at the balance sheet date. Exchange differences arising upon re-translation at the balance sheet date are recognised in profit or loss.
- (c) Non-monetary assets and liabilities denominated in foreign currencies held at fair value through profit or loss are re-translated at the exchange rates prevailing at the balance sheet date; their translation differences are recognised in profit or loss. Non-monetary assets and liabilities denominated in foreign currencies held at fair value through other comprehensive income are re-translated at the exchange rates prevailing at the balance sheet date; their translation differences are recognised in other comprehensive income. However, non-monetary assets and liabilities denominated in foreign currencies that are not measured at fair value are translated using the historical exchange rates at the dates of the initial transactions.
- (d) All foreign exchange gains and losses are presented in the statement of comprehensive income within 'other gains and losses'.

B. Translation of foreign operations

The operating results and financial position of all the group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (a) Assets and liabilities for each balance sheet presented are translated at the closing exchange rate at the date of that balance sheet;
- (b) Income and expenses for each statement of comprehensive income are translated at average exchange rates of that period; and
- (c) All resulting exchange differences are recognised in other comprehensive income.

(5) Classification of current and non-current items

A. Assets that meet one of the following criteria are classified as current assets; otherwise they are

classified as non-current assets:

- (a) Assets arising from operating activities that are expected to be realised, or are intended to be sold or consumed within the normal operating cycle;
- (b) Assets held mainly for trading purposes;
- (c) Assets that are expected to be realised within twelve months from the balance sheet date;
- (d) Cash and cash equivalents, excluding restricted cash and cash equivalents and those that are to be exchanged or used to pay off liabilities more than twelve months after the balance sheet date.

B. Liabilities that meet one of the following criteria are classified as current liabilities; otherwise they are classified as non-current liabilities:

- (a) Liabilities that are expected to be paid off within the normal operating cycle;
- (b) Liabilities arising mainly from trading activities;
- (c) Liabilities that are to be paid off within twelve months from the balance sheet date;
- (d) Liabilities for which the repayment date cannot be extended unconditionally to more than twelve months after the balance sheet date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

(6) Cash equivalents

Cash equivalents refer to short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Time deposits that meet the definition above and are held for the purpose of meeting short-term cash commitments in operations are classified as cash equivalents.

(7) Financial assets at fair value through profit or loss

- A. Financial assets at fair value through profit or loss are financial assets that are not measured at amortised cost or fair value through other comprehensive income.
- B. On a regular way purchase or sale basis, financial assets at fair value through profit or loss are recognised and derecognised using trade date accounting.
- C. At initial recognition, the Group measures the financial liabilities at fair value. All related transaction costs are recognised in profit or loss. The Group subsequently measures these financial liabilities at fair value with any gain or loss recognised in profit or loss.
- D. The Group recognises the dividend income when the right to receive payment is established, future economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

(8) Financial assets at fair value through other comprehensive income

- A. Financial assets at fair value through other comprehensive income comprise equity securities which are not held for trading, and for which the Group has made an irrevocable election at initial recognition to recognise changes in fair value in other comprehensive income.
- B. On a regular way purchase or sale basis, financial assets at fair value through other

comprehensive income are recognised and derecognised using trade date accounting.

C. At initial recognition, the Group measures the financial assets at fair value plus transaction costs.

The Group subsequently measures the financial assets at fair value:

The changes in fair value of equity investments that were recognised in other comprehensive income are reclassified to retained earnings and are not reclassified to profit or loss following the derecognition of the investment. Dividends are recognised as revenue when the right to receive payment is established, future economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

(9) Financial assets at amortised cost

The Group's time deposits which do not meet the definition of cash equivalents are those with a short maturity period and are measured at initial investment amount as the effect of discounting is immaterial.

(10) Accounts and notes receivable

A. Accounts and notes receivable entitle the Group a legal right to receive consideration in exchange for transferred goods or rendered services.

B. The short-term accounts and notes receivable without bearing interest are subsequently measured at initial invoice amount as the effect of discounting is immaterial.

(11) Impairment of financial assets

At each reporting date, for accounts receivable, the Group recognises the impairment provision for 12 months expected credit losses if there has not been a significant increase in credit risk since initial recognition or recognises the impairment provision for the lifetime expected credit losses (ECLs) if such credit risk has increased since initial recognition after taking into consideration all reasonable and verifiable information that includes forecasts. On the other hand, for accounts receivable that do not contain a significant financing component, the Group recognises the impairment provision for lifetime ECLs.

(12) Derecognition of financial assets

The Group derecognises a financial asset when the contractual rights to receive the cash flows from the financial asset expire.

(13) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted-average method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads. It excludes borrowing costs. The item by item approach is used in applying the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

(14) Investments accounted for using equity method / associates

- A. Associates are all entities over which the Group has significant influence but not control. In general, it is presumed that the investor has significant influence, if an investor holds, directly or indirectly 20 percent or more of the voting power of the investee. Investments in associates are accounted for using the equity method and are initially recognised at cost.
- B. The Group's share of its associates' post-acquisition profits or losses is recognised in profit or loss, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.
- C. When changes in an associate's equity do not arise from profit or loss or other comprehensive income of the associate and such changes do not affect the Group's ownership percentage of the associate, the Group recognises the Group's share of change in equity of the associate in 'capital surplus' in proportion to its ownership.
- D. Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been adjusted where necessary to ensure consistency with the policies adopted by the Group.
- E. In the case that an associate issues new shares and the Group does not subscribe or acquire new shares proportionately, which results in a change in the Group's ownership percentage of the associate but maintains significant influence on the associate, then 'capital surplus' and 'investments accounted for under the equity method' shall be adjusted for the increase or decrease of its share of equity interest. If the above condition causes a decrease in the Group's ownership percentage of the associate, in addition to the above adjustment, the amounts previously recognised in other comprehensive income in relation to the associate are reclassified to profit or loss proportionately on the same basis as would be required if the relevant assets or liabilities were disposed of.
- F. When the Group disposes its investment in an associate and loses significant influence over this associate, the amounts previously recognised in other comprehensive income in relation to the associate, are reclassified to profit or loss, on the same basis as would be required if the relevant assets or liabilities were disposed of. If it retains significant influence over this associate, the amounts previously recognised in other comprehensive income in relation to the associate are reclassified to profit or loss proportionately in accordance with the aforementioned approach.

(15) Property, plant and equipment

- A. Property, plant and equipment are initially recorded at cost. Borrowing costs incurred during the construction period are capitalised.
- B. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.
- C. Land is not depreciated. Other property, plant and equipment apply cost model and are depreciated using the straight-line method to allocate their cost over their estimated useful lives. If each part of an item of property, plant, and equipment with a cost that is significant in relation to the total cost of the item must be depreciated separately.
- D. The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each financial year-end. If expectations for the assets' residual values and useful lives differ from previous estimates or the patterns of consumption of the assets' future economic benefits embodied in the assets have changed significantly, any change is accounted for as a change in estimate under IAS 8, 'Accounting Policies, Changes in Accounting Estimates and Errors', from the date of the change. The estimated useful lives of property, plant and equipment are as follows:

Buildings and structures	20 ~ 21 years
Molding equipment	3 ~ 6 years
Machinery and equipment	2 ~ 20 years
Equipment for research and development	5 ~ 11 years
Transportation equipment	4 ~ 6 years
Other assets	3 ~ 20 years

(16) Leasing arrangements (lessee)-right-of-use assets/ lease liabilities

- A. Leases are recognised as a right-of-use asset and a corresponding lease liability at the date at which the leased asset is available for use by the Group. For short-term leases or leases of low-value assets, lease payments are recognised as an expense on a straight-line basis over the lease term.
- B. Lease liabilities include the net present value of the remaining lease payments at the commencement date, discounted using the incremental borrowing interest rate. Lease payments are comprised of fixed payments, less any lease incentives receivable.
The Group subsequently measures the lease liability at amortised cost using the interest method and recognises interest expense over the lease term. The lease liability is remeasured and the amount of remeasurement is recognised as an adjustment to the right-of-use asset when there are changes in the lease term or lease payments and such changes do not arise from contract modifications.

C. At the commencement date, the right-of-use asset is stated at cost comprising the following:

- (a) The amount of the initial measurement of lease liability;
- (b) Any lease payments made at or before the commencement date;
- (c) Any initial direct costs incurred by the lessee.

The right-of-use asset is measured subsequently using the cost model and is depreciated from the commencement date to the earlier of the end of the asset's useful life or the end of the lease term. When the lease liability is remeasured, the amount of remeasurement is recognised as an adjustment to the right-of-use asset.

(17) Investment property

An investment property is stated initially at its cost and measured subsequently using the cost model. Except for land, investment property is depreciated on a straight-line basis over its estimated useful life of 20 ~ 50 years.

(18) Intangible assets

- A. Patent is stated initially at its cost and amortised using the straight-line method over its estimated economic service life of 10 years.
- B. Computer software is stated at cost and amortised on a straight-line basis over its estimated useful life of 1 to 3 years.
- C. Other intangible assets are stated at cost and amortised on a straight-line basis over the estimated useful life of 3 years.

(19) Impairment of non-financial assets

The Group assesses at each balance sheet date the recoverable amounts of those assets where there is an indication that they are impaired. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell or value in use. When the circumstances or reasons for recognizing impairment loss for an asset in prior years no longer exist or diminish, the impairment loss is reversed. The increased carrying amount due to reversal should not be more than what the depreciated or amortised historical cost would have been if the impairment had not been recognised.

(20) Notes and accounts payable

- A. Accounts payable are liabilities for purchases of raw materials, goods or services and notes payable are those resulting from operating and non-operating activities.
- B. The short-term notes and accounts payable without bearing interest are subsequently measured at initial invoice amount as the effect of discounting is immaterial.

(21) Financial liabilities at fair value through profit or loss

- A. Financial liabilities are classified in this category of held for trading if acquired principally for the purpose of repurchasing in the short-term. Derivatives are also categorised as financial liabilities held for trading unless they are designated as hedges. Financial liabilities that meet one of the following criteria are designated as at fair value through profit or loss on initial

recognition:

- (a) Hybrid (combined) contracts; or
 - (b) They eliminate or significantly reduce a measurement or recognition inconsistency; or
 - (c) They are managed and their performance is evaluated on a fair value basis, in accordance with a documented risk management policy.
- B. At initial recognition, the Group measures the financial liabilities at fair value. All related transaction costs are recognised in profit or loss. The Group subsequently measures these financial liabilities at fair value with any gain or loss recognised in profit or loss.

(22) Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability specified in the contract is discharged or cancelled or expires.

(23) Non-hedging derivatives

Non-hedging derivatives are initially recognised at fair value on the date a derivative contract is entered into and recorded as financial assets or financial liabilities at fair value through profit or loss. They are subsequently remeasured at fair value and the gains or losses are recognised in profit or loss.

(24) Provisions

Provisions (including warranties) are recognised when the Group has a present legal or constructive obligation as a result of past events, and it is probable that an outflow of economic resources will be required to settle the obligation and the amount of the obligation can be reliably estimated. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation on the balance sheet date, which is discounted using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to passage of time is recognised as interest expense. Provisions are not recognised for future operating losses.

(25) Employee benefits

A. Short-term employee benefits

Short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in respect of service rendered by employees in a period and should be recognised as expense in that period when the employees render service.

B. Pensions

(a) Defined contribution plan

For the defined contribution plans, the contributions are recognised as pension expense when they are due on an accrual basis. Prepaid contributions are recognised as an asset to the extent of a cash refund or a reduction in the future payments.

(b) Defined benefit plan

- i. Net obligation under a defined benefit plan is defined as the present value of an amount of pension benefits that employees will receive on retirement for their services in current period or prior periods. The liability recognised in the balance sheet in respect of defined benefit pension plans is the present value of the defined benefit obligation at the balance sheet date less the fair value of plan assets. The defined benefit net obligation is calculated annually by independent actuaries using the projected unit credit method. The rate used to discount is determined by using interest rates of government bonds (at the balance sheet date) that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension liability.
- ii. Remeasurements arising on the defined benefit plans are recognised in other comprehensive income in the period in which they arise and are recorded as retained earnings.
- iii. Past service costs are recognised immediately in profit or loss.

C. Termination benefits

Termination benefits are employee benefits provided in exchange for the termination of employment as a result from either the Group's decision to terminate an employee's employment before the normal retirement date, or an employee's decision to accept an offer of redundancy benefits in exchange for the termination of employment. The Group recognises expense as it can no longer withdraw an offer of termination benefits or it recognises relating restructuring costs, whichever is earlier. Benefits that are expected to be due more than 12 months after balance sheet date shall be discounted to their present value.

D. Employees' compensation and directors' remuneration

Employees' compensation and directors' remuneration are recognised as expense and liability, provided that such recognition is required under legal or constructive obligation and those amounts can be reliably estimated. Any difference between the resolved amounts and the subsequently actual distributed amounts is accounted for as changes in estimates. If employee compensation is paid by shares, the Group calculates the number of shares based on the fair value per share estimated using a valuation technique specified in IFRS 2, 'Share-based Payment'.

(26) Employee share-based payment

For the equity-settled share-based payment arrangements, the employee services received are measured at the fair value of the equity instruments granted at the grant date, and are recognised as compensation cost over the vesting period, with a corresponding adjustment to equity. The fair value of the equity instruments granted shall reflect the impact of market vesting conditions and non-market vesting conditions. Compensation cost is subject to adjustment based on the service conditions that are expected to be satisfied and the estimates of the number of equity instruments that are expected to vest under the non-market vesting conditions at each balance sheet date. And ultimately, the amount of compensation cost recognised is based on the number of equity instruments that eventually vest.

(27) Income tax

- A. The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or items recognised directly in equity, in which cases the tax is recognised in other comprehensive income or equity.
- B. The current income tax expense is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in accordance with applicable tax regulations. It establishes provisions where appropriate based on the amounts expected to be paid to the tax authorities. An additional tax is levied on the unappropriated retained earnings and is recorded as income tax expense in the year the stockholders resolve to retain the earnings.
- C. Deferred tax is recognised, using the balance sheet liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated balance sheet. However, the deferred tax is not accounted for if it arises from initial recognition of goodwill or of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is provided on temporary differences arising on investments in subsidiaries, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax is determined using tax rates that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.
- D. Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. At each balance sheet date, unrecognised and recognised deferred tax assets are reassessed.

(28) Share capital

- A. Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or stock options are shown in equity as a deduction, net of tax, from the proceeds.
- B. Where the Company repurchases the Company's equity share capital that has been issued, the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the Company's equity holders. Where such shares are subsequently reissued, the difference between their book value and any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the Company's equity holders.

(29) Dividends

Cash dividends are recorded as liabilities in the Company's financial statements in the period in which they are resolved by the Company's Board of Directors. Stock dividends are recorded as stock dividends to be distributed in the Company's financial statements in the period in which they are resolved by the Company's stockholders and are reclassified to ordinary shares on the effective date of new shares issuance.

(30) Revenue recognition

Sales of goods

- A. The Group manufactures and sells a range of lighting equipment and lamps. Sales are recognised when control of the products has transferred, being when the products are delivered to the customers, the customers have full discretion over the channel and price to sell the products, and there is no unfulfilled obligation that could affect the customers' acceptance of the products. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customers, and either the customers have accepted the products in accordance with the sales contract, or the Group has objective evidence that all criteria for acceptance have been satisfied.
- B. Sales revenue of lighting equipment and lamps is often recognised based on the price specified in the contract, net of the estimated sales discounts and allowances. Sales discounts and allowances are calculated based on accumulated sales amount over 12 months. The Group calculates revenue based on the contracts, and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. The estimation is subject to an assessment at each reporting date. As of reporting date, sales discounts and allowances payable were recognised in short-term provisions. No element of financing is deemed present as the sales are made with a credit term of 30 to 60 days after delivery, which is consistent with market practice.
- C. The Group's obligation to provide standard warranty terms is recognised as a provision.
- D. A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment

is due.

(31) Business combinations

- A. The Group uses the acquisition method to account for business combinations. The consideration transferred for an acquisition is measured as the fair value of the assets transferred, liabilities incurred or assumed and equity instruments issued at the acquisition date, plus the fair value of any assets and liabilities resulting from a contingent consideration arrangement. All acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. For each business combination, the Group measures at the acquisition date components of non-controlling interests in the acquiree that are present ownership interests and entitle their holders to the proportionate share of the entity's net assets in the event of liquidation at either fair value or the present ownership instruments' proportionate share in the recognised amounts of the acquiree's identifiable net assets. All other non-controlling interests should be measured at the acquisition-date fair value.
- B. The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of any previous equity interest in the acquiree over the fair value of the identifiable assets acquired and the liabilities assumed is recorded as goodwill at the acquisition date. If the total of consideration transferred, non-controlling interest in the acquiree recognised and the fair value of previously held equity interest in the acquiree is less than the fair value of the identifiable assets acquired and the liabilities assumed, the difference is recognised directly in profit or loss on the acquisition date.

(32) Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision-Maker. The Group's Chief Operating Decision-Maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors that makes strategic decisions.

5. CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES AND KEY SOURCES OF ASSUMPTION UNCERTAINTY

The preparation of these consolidated financial statements requires management to make critical judgements in applying the Group's accounting policies and make critical assumptions and estimates concerning future events. Assumptions and estimates may differ from the actual results and are continually evaluated and adjusted based on historical experience and other factors. Such assumptions and estimates have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year; and the related information is addressed below:

(1) Critical judgements in applying the Group's accounting policies

None.

(2) Critical accounting estimates and assumptions

Evaluation of inventories

As inventories are stated at the lower of cost and net realisable value, the Group must determine the net realisable value of inventories on balance sheet date using judgements and estimates. Due to the rapid technology innovation, the Group evaluates the amounts of normal inventory consumption, obsolete inventories or inventories without market selling value on balance sheet date, and writes down the cost of inventories to the net realisable value. Such an evaluation of inventories is principally based on the demand for the products within the specified period in the future. Therefore, there might be material changes to the evaluation.

As of December 31, 2023, the carrying amount of inventories was \$141,408 thousand.

6. DETAILS OF SIGNIFICANT ACCOUNTS

(1) Cash and cash equivalents

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
Cash on hand	\$ 741	\$ 668
Checking accounts and demand deposits	86,322	49,403
Time deposits	319,631	311,906
	<u>\$ 406,694</u>	<u>\$ 361,977</u>

A. The Group transacts with a variety of financial institutions all with high credit quality to disperse credit risk, so it expects that the probability of counterparty default is remote.

B. The Group's restricted time deposits that did not meet short-term cash commitments were classified as 'financial assets at amortised cost', please refer to Note 6(3).

(2) Financial assets (liability) at fair value through profit or loss - current

<u>Item</u>	<u>December 31, 2023</u>	<u>December 31, 2022</u>
Financial assets mandatorily measured at fair value through profit or loss		
Listed stocks (Note1, Note2)	\$ -	\$ 113,347
Valuation adjustment	-	(53,731)
	<u>\$ -</u>	<u>\$ 59,616</u>

<u>Item</u>	<u>December 31, 2023</u>	<u>December 31, 2022</u>
Financial liabilities mandatorily measured at fair value through profit or loss		
Forward foreign exchange contracts	(\$ 507)	(\$ 1,687)

Note1: In line with the Group's investment management needs, 3,680,000 shares of StrongLED Lighting System (Cayman) Co., Ltd., a listed company, originally held by HONG BO INVESTMENT CO., LTD., a subsidiary of the Company, were transferred to the Company on March 16, 2023.

Note2: On April 7, 2023, the Group's Board of Directors resolved to merge Strong LED Lighting Systems (Cayman) Co., Ltd. through a share swap and acquired its 100% equity interests on October 31, 2023. Strong LED Lighting Systems (Cayman) Co., Ltd. became the Group's

subsidiary thereafter, and reclassified its “current financial assets at fair value through profit or loss” amounting to \$59,693 thousand to the Company’s “investments accounted for using equity method”. Refer to Note 6(29) for details.

- A. The Group entered into contracts relating to derivative financial assets (liabilities) which were not accounted for using hedge accounting. The information is listed below:

December 31, 2023		
<u>Derivative financial assets (liabilities)</u>	<u>Contract amount (notional principal)</u>	<u>Contract period</u>
Forward foreign exchange contracts	USD 1,800 thousand	2024.1.8~2024.12.14
December 31, 2022		
<u>Derivative financial assets (liabilities)</u>	<u>Contract amount (notional principal)</u>	<u>Contract period</u>
Forward foreign exchange contracts	USD 1,800 thousand	2023.1.8~2023.12.11

The Group entered into forward foreign exchange contracts to sell (sell USD and buy RMB) to hedge exchange rate risk of import and export proceeds. However, these forward foreign exchange contracts are not accounted for under hedge accounting.

- B. Amounts recognised in profit or loss in relation to financial assets at fair value through profit or loss are listed below:

	Year ended December 31,	
	2023	2022
Net gain (loss) on financial assets (liabilities) at fair value through profit or loss	\$ 1,001	(\$ 27,684)

- C. The Group has no financial assets at fair value through profit or loss pledged to others.

- D. Information relating to credit risk of financial assets at fair value through profit or loss is provided in Note 12(2).

(3) Current financial assets at amortised cost

	December 31, 2023	December 31, 2022
Time deposits	\$ 571,621	\$ 265,399

- A. The above mentioned are time deposits that do not meet short-term cash commitments. For the years ended December 31, 2023 and 2022, without taking into account any collateral held or other credit enhancements, the maximum exposure to credit risk in respect of the amount that best represents the financial assets at amortised cost held by the Group were \$571,621 and \$265,399 thousand, respectively.

- B. Details of the Group’s financial assets at amortised cost pledged to others as collateral are provided in Note 8.

(4) Notes and accounts receivable (including related parties)

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
Notes receivable	\$ 69,594	\$ 2,122
Less: Allowance for bad debts	-	-
	<u>\$ 69,594</u>	<u>\$ 2,122</u>
Accounts receivable	\$ 241,359	\$ 105,930
Less: Allowance for bad debts	(41,530)	(850)
	<u>\$ 199,829</u>	<u>\$ 105,080</u>
Accounts receivable due from related parties	\$ -	\$ 321
Less: Allowance for bad debts	-	-
	<u>\$ -</u>	<u>\$ 321</u>

A. The ageing analysis of notes and accounts receivable (including related parties) that were past due but not impaired is as follows:

	<u>December 31, 2023</u>		<u>December 31, 2022</u>	
	Notes receivable	Accounts receivable	Notes receivable	Accounts receivable
Not past due	\$ 69,133	\$ 171,425	\$ 2,122	\$ 87,201
Up to 30 days	461	16,250	-	15,387
31 to 120 days	-	12,354	-	3,366
Over 120 days	-	41,330	-	297
	<u>\$ 69,594</u>	<u>\$ 241,359</u>	<u>\$ 2,122</u>	<u>\$ 106,251</u>

The above ageing analysis was based on past due date.

B. As of December 31, 2023 and 2022, all the Group's accounts and notes receivable arose from contracts with customers. As of January 1, 2022, the balance of receivables from contracts with customers amounted to \$145,369 thousand.

C. Information relating to credit risk of notes and accounts receivable is provided in Note 12(2).

D. As of December 31, 2023 and 2022, without taking into account any collateral held or other credit enhancements, the maximum exposure to credit risk in respect of the amount that best represents the Group's notes and accounts receivable was the carrying amount of the notes and accounts receivable.

E. The Group does not hold any collateral as security.

(5) Inventories

	December 31, 2023		
	Cost	Allowance for valuation loss	Book value
Raw materials	\$ 99,741	(\$ 18,505)	\$ 81,236
Work in progress	17,979	(436)	17,543
Semi-finished goods	28,453	(5,659)	22,794
Finished goods	39,879	(20,044)	19,835
	<u>\$ 186,052</u>	<u>(\$ 44,644)</u>	<u>\$ 141,408</u>

	December 31, 2022		
	Cost	Allowance for valuation loss	Book value
Raw materials	\$ 102,218	(\$ 7,589)	\$ 94,629
Work in progress	15,178	(851)	14,327
Semi-finished goods	44,329	(5,148)	39,181
Finished goods	36,450	(9,971)	26,479
	<u>\$ 198,175</u>	<u>(\$ 23,559)</u>	<u>\$ 174,616</u>

The cost of inventories recognised as expense for the period:

	Years ended December 31,	
	2023	2022
Cost of goods sold	\$ 553,038	\$ 608,594
(Gain on reversal of) loss for market value decline and obsolescence	(2,928)	4,754
Loss on scrapping inventory	11,631	4,824
Expenses related to inventory	(7,909)	(1,877)
	<u>\$ 553,832</u>	<u>\$ 616,295</u>

For the year ended December 31, 2023, the Group reversed from a previous inventory write-down because obsolete and slow-moving inventories were partially sold and scrapped by the Group.

(6) Financial assets at fair value through other comprehensive income - non-current

Items	December 31, 2023	December 31, 2022
Non-current items:		
Equity instruments		
Listed stocks	\$ -	\$ 44,200
Unlisted stocks	8,481	8,481
Valuation adjustment	(3,646)	(18,081)
	<u>\$ 4,835</u>	<u>\$ 34,600</u>

- A. The Group has elected to classify stock investments that are considered to be strategic investments as financial assets at fair value through other comprehensive income. The fair value of such investments amounted to \$4,835 thousand and \$34,600 thousand, respectively, as at December 31, 2023 and 2022.
- B. Amounts recognised in other comprehensive income in relation to the financial assets at fair value through other comprehensive income are listed below:

	<u>Years ended December 31,</u>	
	<u>2023</u>	<u>2022</u>
<u>Equity instruments at fair value through other comprehensive income</u>		
Fair value change recognised in other comprehensive income	\$ 14,880	(\$ 11,552)
Reclassified to retained earnings due to derecognition	(16,624)	-
	<u>(\$ 1,744)</u>	<u>(\$ 11,552)</u>

- C. As of December 31, 2023 and 2022, without taking into account any collateral held or other credit enhancements, the maximum exposure to credit risk in respect of the amount that best represents the financial assets at fair value through other comprehensive income held by the Group were \$4,835 thousand and \$34,600 thousand, respectively.
- D. On April 7, 2023, the Group's Board of Directors resolved to merge Strong LED Lighting Systems (Cayman) Co., Ltd. through a share swap and acquired its 100% equity interests on October 31, 2023. Strong LED Lighting Systems (Cayman) Co., Ltd. became the Group's subsidiary thereafter, and reclassified its "non-current financial assets at fair value through other comprehensive income" amounting to \$27,576 thousand to the Company's "investments accounted for using equity method". Refer to Note 6(29) for details.
- E. The Group did not pledge non-current financial assets at fair value through other comprehensive income to others as collateral.
- F. Information relating to credit risk of financial assets at fair value through other comprehensive income is provided in Note 12(2).

(7) Investments accounted for using equity method

Associates

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
Insignificant associate:		
Art So Trading Limited	\$ -	\$ 23,830
Art So International, Inc.	-	8,400
	<u>\$ -</u>	<u>\$ 32,230</u>

- A. The basic information of the associates is as follows:

Company name	Principal place of business	Shareholding ratio(%)		Nature of relationship	Methods of measurement
		Shareholding ratio(%)	December 31, 2022		
Art So Trading Limited	Samoa	0%	48.57%	Owns at least 20% of the voting rights	Equity method
Art So International, Inc.	Taiwan	0%	30.00%	Owns at least 20% of the voting rights	Equity method

B. To simplify the organizational structure, Art So Group started the liquidation process over Art So Trading Limited on June 30, 2023, and its equity interests in Art So International, Inc. was transferred based on the shareholding ratio. After the transfer, the Group's shareholding ratio of Art So International, Inc. was increased from 30% to 43.99%, which was the same as the comprehensive shareholding ratio of 43.99% before the transfer. Additionally, the Company's Board of Directors resolved to dispose 43.99% equity interests in Art So International, Inc. on October 26, 2023, and the Company completed the transfer of equity interests with the consideration of \$1,000 thousand on October 31, 2023.

C. Share of (loss)/profit of associates accounted for under equity method are as follows:

Investee	Years ended December 31,	
	2023	2022
Art So Trading Limited	(\$ 22,099)	(\$ 4,830)
Art So International, Inc.	(8,887)	(5,056)
	<u>(\$ 30,986)</u>	<u>(\$ 9,886)</u>

The abovementioned share of profit (loss) of associates recognised for the investments accounted for using equity method is based on the investees' audited financial statements for the same period.

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(8) Property, plant and equipment

Year ended December 31, 2023

	Year ended December 31, 2023						
	At January 1	Acquired from business combinations	Additions	Disposals	Transfers	Net exchange differences	At December 31
Cost							
Buildings and structures	\$ 397,309	\$ 503,403	\$ 1,710	(\$ 4,097)	\$ -	(\$ 21,937)	\$ 876,388
Molding equipment	194,275	30,641	7,872	(5,686)	1,081	(4,278)	223,905
Machinery and equipment	125,197	71,559	1,938	(2,255)	1,598	(3,854)	194,183
Research and development equipment	25,854	-	232	(80)	-	(478)	25,528
Transportation equipment	14,015	3,424	-	(2,008)	1,468	(323)	16,576
Leasehold improvements	282	44,351	114	-	197	(954)	43,990
Unfinished construction and equipment under acceptance	-	39	586	-	(236)	(6)	383
Others	52,384	36,206	2,225	(2,254)	491	(1,709)	87,343
	<u>\$ 809,316</u>	<u>\$ 689,623</u>	<u>\$ 14,677</u>	<u>(\$ 16,380)</u>	<u>\$ 4,599</u>	<u>(\$ 33,539)</u>	<u>\$ 1,468,296</u>
Accumulated depreciation							
Buildings and structures	(\$ 231,541)	(\$ 281,388)	(\$ 24,368)	\$ 4,097	\$ -	\$ 13,040	(\$ 520,160)
Molding equipment	(174,333)	(28,425)	(13,456)	5,655	-	3,936	(206,623)
Machinery and equipment	(98,437)	(41,491)	(7,503)	2,045	-	2,785	(142,601)
Research and development equipment	(22,268)	-	(1,186)	63	-	426	(22,965)
Transportation equipment	(11,441)	(2,008)	(1,056)	1,807	-	241	(12,457)
Leasehold improvements	(102)	(41,227)	(184)	-	-	887	(40,626)
Unfinished construction and equipment under acceptance	-	-	-	-	-	-	-
Others	(45,210)	(30,432)	(3,381)	2,107	-	1,489	(75,427)
	<u>(\$ 583,332)</u>	<u>(\$ 424,971)</u>	<u>(\$ 51,134)</u>	<u>\$ 15,774</u>	<u>\$ -</u>	<u>\$ 22,804</u>	<u>(\$ 1,020,859)</u>
	<u>\$ 225,984</u>						<u>\$ 447,437</u>

Year ended December 31, 2022

	<u>At January 1</u>	<u>Additions</u>	<u>Disposals</u>	<u>Transfers</u>	<u>Net exchange differences</u>	<u>At December 31</u>
Cost						
Buildings and structures	\$ 389,958	\$ 1,611	(\$ 532)	\$ 532	\$ 5,740	\$ 397,309
Molding equipment	185,634	8,586	(3,723)	1,061	2,717	194,275
Machinery and equipment	123,533	620	(5,857)	5,082	1,819	125,197
Research and development equipment	29,890	598	(5,564)	475	455	25,854
Transportation equipment	13,812	-	-	-	203	14,015
Others	53,265	1,121	(2,822)	336	766	52,666
Construction in progress	523	-	-	(532)	9	-
	<u>\$ 796,615</u>	<u>\$ 12,536</u>	<u>(\$ 18,498)</u>	<u>\$ 6,954</u>	<u>\$ 11,709</u>	<u>\$ 809,316</u>
Accumulated depreciation						
Buildings and structures	(\$ 206,809)	(\$ 22,286)	\$ 532	\$ -	(\$ 2,978)	(\$ 231,541)
Molding equipment	(160,121)	(15,604)	3,713	-	(2,321)	(174,333)
Machinery and equipment	(96,290)	(6,405)	5,674	-	(1,416)	(98,437)
Research and development equipment	(26,153)	(1,209)	5,493	-	(399)	(22,268)
Transportation equipment	(10,626)	(661)	-	-	(154)	(11,441)
Others	(44,029)	(3,357)	2,713	-	(639)	(45,312)
	<u>(\$ 544,028)</u>	<u>(\$ 49,522)</u>	<u>\$ 18,125</u>	<u>\$ -</u>	<u>(\$ 7,907)</u>	<u>(\$ 583,332)</u>
	<u>\$ 252,587</u>					<u>\$ 225,984</u>

For the years ended December 31, 2023 and 2022, the Group has no property, plant and equipment that were pledged to others as collateral.

For the years ended December 31, 2023 and 2022, the Group had no capitalised interests.

(9) Leasing arrangements – lessee

A. The Group leases various assets including land, buildings and machinery and equipment. Rental contracts are typically made for periods of 1 to 47 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose covenants, but leased assets may not be used as security for borrowing purposes.

B. The carrying amount of right-of-use assets and the depreciation charge are as follows:

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
	<u>Carrying amount</u>	<u>Carrying amount</u>
Land	\$ 87,769	\$ 26,695
Buildings	15,361	2,939
Machinery and equipment	-	-
	<u>\$ 103,130</u>	<u>\$ 29,634</u>
	<u>Years ended December 31,</u>	
	<u>2023</u>	<u>2022</u>
	<u>Depreciation charge</u>	<u>Depreciation charge</u>
Land	\$ 1,114	\$ 849
Buildings	9,169	8,303
Machinery and equipment	110	111
	<u>\$ 10,393</u>	<u>\$ 9,263</u>

C. The movements of right-of-use assets of the Group during the 2023 and 2022 are as follows:

	<u>2023</u>			
	<u>Land</u>	<u>Buildings</u>	<u>Machinery and equipment</u>	<u>Total</u>
At January 1	\$ 26,695	\$ 2,939	\$ -	\$ 29,634
Acquired from business combinations	63,115	-	-	63,115
Additions	-	21,776	110	21,886
Depreciation expense	(1,114)	(9,169)	(110)	(10,393)
Net exchange differences	(927)	(185)	-	(1,112)
At December 31	<u>\$ 87,769</u>	<u>\$ 15,361</u>	<u>\$ -</u>	<u>\$ 103,130</u>
	<u>2022</u>			
	<u>Land</u>	<u>Buildings</u>	<u>Machinery and equipment</u>	<u>Total</u>
At January 1	\$ 27,141	\$ 9,888	\$ -	\$ 37,029
Additions	-	1,162	111	1,273
Depreciation expense	(849)	(8,303)	(111)	(9,263)
Net exchange differences	403	192	-	595
At December 31	<u>\$ 26,695</u>	<u>\$ 2,939</u>	<u>\$ -</u>	<u>\$ 29,634</u>

D. For the years ended December 31, 2023 and 2022, the additions to right-of-use assets amounted to \$21,886 thousand and \$1,273 thousand, respectively.

E. The information on income and expense accounts relating to lease contracts is as follows:

	Years ended December 31,	
	2023	2022
<u>Items affecting profit or loss</u>		
Interest expense on lease liabilities	\$ 399	\$ 205

E. For the years ended December 31, 2023 and 2022, the Group's total cash outflow for leases amounted to \$9,458 thousand and \$8,759 thousand, respectively.

(10) Investment property

	2023		
	Buildings	Right-of-use assets	Total
At January 1			
Cost	\$ -	\$ -	\$ -
Accumulated depreciation	-	-	-
	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
At January 1	\$ -	\$ -	\$ -
Acquired from business combinations	111,486	9,153	120,639
Depreciation expense	(1,130)	(39)	(1,169)
Net exchange differences	(3,367)	(147)	(3,514)
At December 31	<u>\$ 106,989</u>	<u>\$ 8,967</u>	<u>\$ 115,956</u>
At December 31			
Cost	\$ 108,119	\$ 9,006	\$ 117,125
Accumulated depreciation	(1,130)	(39)	(1,169)
	<u>\$ 106,989</u>	<u>\$ 8,967</u>	<u>\$ 115,956</u>

For the year ended December 31, 2022, there was no investment properties.

- The right-of-use assets of the investment property includes land use rights located in Wujiang District, Suzhou City, Jiangsu Province, China.
- The Group entered into a commercial property lease contract for its investment properties, with lease terms ranging from 4 months to 5 years, and the lease contract includes provisions for annual rental adjustments based on market conditions.
- Rental income from investment property and direct operating expenses arising from investment property are shown below:

	2023
Rental income from investment property	<u>\$ 4,213</u>
Direct operating expenses arising from the investment property that generated rental income during the year	<u>\$ 3,897</u>

The Group does not measure investment property at fair value and only discloses information about its fair value, which is classified in Level 3 of the fair value hierarchy. The fair value of investment properties held by the Group amounted to \$120,639 thousand as of December 31, 2023, which was evaluated by a commissioned independent external appraiser using the replacement cost method.

(11) Other non-current assets

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
Guarantee deposits paid	\$ 7,071	\$ 4,660
Prepayments for business facilities	5,030	2,190
Other non-current assets	424	987
	<u>\$ 12,525</u>	<u>\$ 7,837</u>

Information about the guarantee deposits paid that were pledged to others as collaterals is provided in Note 8.

(12) Short-term borrowings

<u>Type of borrowings</u>	<u>112年12月31日</u>	<u>111年12月31日</u>
Unsecured borrowings	\$ 86,540	\$ -
Interest rate range	2.8%	-

(13) Other payables

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
Salary and bonus payable	\$ 108,474	\$ 41,167
Payable for consumables and expenses	12,054	11,351
Payable on machinery and equipment and software fee	4,440	1,109
Service fees payable	5,584	2,771
Others	17,924	10,452
	<u>\$ 148,476</u>	<u>\$ 66,850</u>

(14) Pensions

A. (a) The Company and its domestic subsidiaries have a defined benefit pension plan in accordance with the Labor Standards Act, covering all regular employees' service years prior to the enforcement of the Labor Pension Act on July 1, 2005 and service years thereafter of employees who chose to continue to be subject to the pension mechanism under the Act. Under the defined benefit pension plan, two units are accrued for each year of service for the first 15 years and one unit for each additional year thereafter, subject to a maximum of 45 units. Pension benefits are based on the number of units accrued and the average monthly salaries and wages of the last 6 months prior to retirement. The Company contributes monthly an amount equal to 2% of the employees' monthly salaries and wages to the retirement fund deposited with Bank of Taiwan, the trustee, under the name of the independent retirement fund committee. Also, the Company would assess the balance in the aforementioned labor pension reserve account by December 31, every year. If the account balance is insufficient to pay the pension calculated by the aforementioned method, to the employees expected to be qualified for retirement next year, the Company will make contributions to cover the deficit by next March.

(b) The amounts recognised in the balance sheet are as follows:

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
Present value of defined benefit obligations	\$ 13,973	\$ 15,136
Fair value of plan assets	(5,293)	(6,246)
Net defined benefit liability	<u>\$ 8,680</u>	<u>\$ 8,890</u>

(c) Movements in net defined benefit liabilities are as follows:

	<u>Present value of defined benefit obligation</u>	<u>Fair value of plan assets</u>	<u>Net defined benefit obligation</u>
Year ended December 31, 2023			
Balance at January 1	\$ 15,136	(\$ 6,246)	\$ 8,890
Interest income	<u>225</u>	<u>(92)</u>	<u>133</u>
	<u>15,361</u>	<u>(6,338)</u>	<u>9,023</u>
Remeasurements:			
Change in financial assumptions	103	-	103
Experience adjustments	<u>(336)</u>	<u>(67)</u>	<u>(403)</u>
	<u>(233)</u>	<u>(67)</u>	<u>(300)</u>
Pension fund contribution	-	(43)	(43)
Paid pension	<u>(1,155)</u>	<u>1,155</u>	<u>-</u>
Balance at December 31	<u>\$ 13,973</u>	<u>(\$ 5,293)</u>	<u>\$ 8,680</u>
	<u>Present value of defined benefit obligation</u>	<u>Fair value of plan assets</u>	<u>Net defined benefit obligation</u>
Year ended December 31, 2022			
Balance at January 1	\$ 13,126	(\$ 5,727)	\$ 7,399
Interest income	<u>65</u>	<u>(28)</u>	<u>37</u>
	<u>13,191</u>	<u>(5,755)</u>	<u>7,436</u>
Remeasurements:			
Change in financial assumptions	<u>(1,035)</u>	-	<u>(1,035)</u>
Experience adjustments	<u>2,980</u>	<u>(441)</u>	<u>2,539</u>
	<u>1,945</u>	<u>(441)</u>	<u>1,504</u>
Pension fund contribution	-	(50)	(50)
Paid pension	<u>-</u>	<u>-</u>	<u>-</u>
Balance at December 31	<u>\$ 15,136</u>	<u>(\$ 6,246)</u>	<u>\$ 8,890</u>

- (d) The Bank of Taiwan was commissioned to manage the Fund of the Company's and domestic subsidiaries' defined benefit pension plan in accordance with the Fund's annual investment and utilisation plan and the "Regulations for Revenues, Expenditures, Safeguard and Utilisation of the Labor Retirement Fund" (Article 6: The scope of utilisation for the Fund includes deposit in domestic or foreign financial institutions, investment in domestic or foreign listed, over-the-counter, or private placement equity securities, investment in domestic or foreign real estate securitisation products, etc.). With regard to the utilisation of the Fund, its minimum earnings in the annual distributions on the final financial statements shall be no less than the earnings attainable from the amounts accrued from two-year time deposits with the interest rates offered by local banks. If the earnings is less than aforementioned rates, government shall make payment for the deficit after being authorised by the Regulator. The Company has no right to participate in managing and operating that fund and hence the Company is unable to disclose the classification of plan asset fair value in accordance with IAS 19 paragraph 142. The composition of fair value of plan assets as of December 31, 2023 and 2022 is given in the Annual Labor Retirement Fund Utilisation Report announced by the government.
- (e) The principal actuarial assumptions used were as follows:

	Years ended December 31,	
	2023	2022
Discount rate	1.38%	1.50%
Future salary increases	3.00%	3.00%

Future mortality rate was estimated based on the 5th Taiwan Standard Ordinary Experience Mortality Table.

Because the main actuarial assumption changed, the present value of defined benefit obligation is affected. The analysis was as follows:

	Discount rate		Future salary increases	
	Increase	Decrease	Increase	Decrease
	0.25%	0.25%	0.25%	0.25%
December 31, 2023				
Effect on present value				
of defined benefit obligation (\$	205)	209	198	196)
December 31, 2022				
Effect on present value				
of defined benefit obligation (\$	246)	251	239	236)

The sensitivity analysis above is based on other conditions that are unchanged but only one assumption is changed. In practice, more than one assumption may change all at once.

- (f) Expected contributions to the defined benefit pension plans of the Group for the year ending December 31, 2024 amount to \$33 thousand.
- (g) As of December 31, 2023, the weighted average duration of that retirement plan is 5.45 years. The analysis of timing of the future pension payment was as follows:

1-5 years	\$	4,056
Over 5 years		11,077
	\$	15,133

- B. (a) Effective July 1, 2005, the Company has established a defined contribution pension plan (the “New Plan”) under the Labor Pension Act (the “Act”), covering all regular employees with R.O.C. nationality. Under the New Plan, the Company contributes monthly an amount based on 6% of the employees’ monthly salaries and wages to the employees’ individual pension accounts at the Bureau of Labor Insurance. The benefits accrued are paid monthly or in lump sum upon termination of employment.
- (b) The Company’s Hong Kong branch contributes 5% of employees’ salaries and wages (below the ceiling of HKD1,500) pursuant to the mandatory provident fund schemes. The accrued benefits is deposited in a specialised account in Manulife (International) Limited and can only be withdrawn when scheme members reach the age of 65. Other than the monthly contributions, the Group has no further obligations.
- (c) Titan Lighting Co. Ltd. and Zhongshan Tons Lighting Co. Ltd. have a defined contribution plan. Monthly contribution to an independent fund administered by the government in accordance with the pension regulations in the People’s Republic of China (PRC) are based on a certain percentage of employees’ monthly salaries and wages. On December 31, 2023 and 2022, abovementioned contribution percentage was 14%. Other than the monthly contributions, the Group has no further obligations.
- (d) The pension costs under defined contribution pension plans of the Group for the years ending December 31, 2023 and 2022 were \$18,152 thousand and \$15,940 thousand, respectively.

(15) Share-based payment

- A. As at December 31, 2023 and 2022, the Group’s share- based payment arrangements were as follows:

Type of arrangement	Grant date	Quantity granted (in thousand)	Contract period	Vesting conditions	Actual turnover rate on December 31, 2023	Actual turnover rate on December 31, 2022	Estimated future employee turnover rate
Sixth employee stock options	2018.11.02	600	5 years	2-4 years’ service	0.00%	2.63%	0.00%
Seventh employee stock options	2022.10.31	600	5 years	2-4 years’ service	2.63%	0.00%	0.00%

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B. Details of the share-based payment arrangements are as follows:

(a) Sixth employee stock options

	2023		2022	
	No. of options (in thousands)	Weighted- average exercise price (in dollars)	No. of options (in thousands)	Weighted- average exercise price (in dollars)
Options outstanding at January 1	210	\$ 22.10	320	\$ 23.60
Options exercised	(73)	22.10	(59)	23.60
Options exercised (Note)	(112)	20.90	(50)	22.10
Options forfeited (Note)	(25)	20.90	(1)	22.10
Options outstanding at December 31	<u>-</u>	-	<u>210</u>	22.10
Options exercisable at December 31	<u>-</u>		<u>210</u>	

Note: Price was adjusted due to the ex-dividend.

(b) Seventh employee stock options

	2023		2022	
	No. of options (in thousands)	Weighted- average exercise price (in dollars)	No. of options (in thousands)	Weighted- average exercise price (in dollars)
Options outstanding at January 1	560	\$ 30.00	-	\$ -
Options granted	-	-	600	30.00
Options forfeited	-	-	(40)	30.00
Options forfeited (Note)	(2)	28.40	-	-
Options outstanding at December 31	<u>558</u>	28.40	<u>560</u>	30.00
Options exercisable at December 31	<u>279</u>		<u>-</u>	

Note: Price was adjusted due to the ex-dividend.

C. The expiry date and exercise price of stock options outstanding at balance sheet date are as follows:

	Expiry date	December 31, 2023		December 31, 2022	
		No. of options (in thousands)	Exercise price (in dollars)	No. of options (in thousands)	Exercise price (in dollars)
Sixth employee stock options	2023.11.01	-	\$ -	210	\$ 22.10
Seventh employee stock options	2027.10.30	558	28.40	560	30.00

D. The fair value of stock options granted on grant date is measured using the Black-Scholes option-pricing model. Relevant information is as follows:

Type of arrangement	Grant date	Stock price	Exercise price	Expected price volatility (Note 1)	Expected option life	Expected dividends	Risk-free interest rate	Fair value per unit
Employee share options	2018.11.02	29.90	29.90	28.28%	5 years	-	0.75%	7.75
Employee share options	2022.10.31	30.00	30.00	17.76%	5 years	-	1.32%	5.08

Note 1: Expected price volatility rate was estimated by using the stock prices of the most recent period with length of this period approximate to the length of the stock options' expected life, and the standard deviation of return on the stock during this period.

E. Expenses incurred on share-based payment transactions are shown below:

	Years ended December 31,	
	2023	2022
Equity-settled - Employee stock options	\$ 1,085	\$ 424

(16) Share capital

- As of December 31, 2023, the Company's authorized capital was \$800 million, consisting of 80,000 thousand shares of ordinary stock (including 8 million shares reserved for employee stock options). The paid-in capital was \$579,966 thousand with a par value of \$10 (in dollars) per share. The total share capital of \$579,966 thousand.
- The Company purchased 112 thousand common shares on November 1, 2023. The acquisition price was NT\$20.9 per share. In addition, on December 20, 2023, the Board of Directors resolved to set the effective date of issuance of new shares on December 25, 2023 and the registration of changes had been completed on February 7, 2024.
- On April 7, 2023 and on May 25, 2023, the Company's Board of directors and the shareholders at their regular meeting resolved the merger and the share swap with Strong LED Lighting Systems (Cayman) Co., Ltd., respectively, and issued 18,390 thousand ordinary shares at NT\$10 per share with the effective date set on October 31, 2023. The

registration was completed on December 26, 2023.

- D. The Company purchased 73 thousand common shares between January 16, 2023 and February 14, 2023. The acquisition price was NT\$22.1 per share. In addition, on February 23, 2023, the Board of Directors resolved to set the effective date of issuance of new shares on February 28, 2023 and the registration of changes had been completed on March 15, 2023.
- E. The Company purchased 503 thousand common shares between July 13, 2022 and December 14, 2022. The acquisition price was NT\$22.1 per share. In addition, on December 23, 2022, the Board of Directors resolved to set the effective date of issuance of new shares on December 30, 2022 and the registration of changes had been completed on January 16, 2023.
- F. The Company purchased 169 thousand common shares between October 26, 2021 and February 15, 2022. The acquisition price was NT\$23.6 per share. In addition, on February 24, 2022, the Board of Directors resolved to set the effective date of issuance of new shares on March 7, 2022 and the registration of changes had been completed on March 22, 2022.

Movements in the number of the Company's ordinary shares outstanding are as follows:

(Unit: shares in thousands)

	2023	2022
At January 1	\$ 38,922	\$ 38,813
Employee stock options exercised	185	109
Issued new shares from business combinations	18,390	-
At December 31	<u>\$ 57,497</u>	<u>\$ 38,922</u>

G. Treasury shares

- (a) Reason for share reacquisition and movements in the number of the Company's treasury shares are as follows:

Reason for reacquisition	Year ended December 31, 2023			
	No. of shares at beginning of the period	Increase in the period	Decrease in the period	No. of shares at end of the period
	500	-	-	500
Reissued to employees	500	-	-	500
Reason for reacquisition	Year ended December 31, 2022			
	No. of shares at beginning of the period	Increase in the period	Decrease in the period	No. of shares at end of the period
	1,500	-	(1,000)	500
Reissued to employees	1,500	-	(1,000)	500

- (b) According to the transfer regulations of 1st repurchase of the Company's shares, the Company should transfer all the repurchased shares to employees in three years starting from the date of repurchase. If the untransferred shares were past due, these shares will be treated as shares yet to be issued and should be registered for cancellation according to regulations. On April 7, 2022, the Board of Directors resolved to cancel the 1st repurchased 1,000 thousand treasury shares and set April 25, 2022 as the effective date and the registration was completed on May 11, 2022.

- (c) In order to encourage employees and strengthen coherence of the Company, the Board of Directors during its meeting adopted resolutions to purchase treasury shares for transferring to employees. As of December 31, 2023 and 2022, the balances of treasury shares after repurchases and transfers to employees both were \$14,372 thousand.
- (d) Pursuant to the R.O.C. Securities and Exchange Act, the number of shares bought back as treasury share should not exceed 10% of the number of the Company's issued and outstanding shares and the amount bought back should not exceed the sum of retained earnings, paid-in capital in excess of par value and realised capital surplus.
- (e) Pursuant to the R.O.C. Securities and Exchange Act, treasury shares should not be pledged as collateral and is not entitled to dividends before it is reissued.
- (f) Pursuant to the R.O.C. Securities and Exchange Act, the 1st and 2nd purchase of treasury shares should be reissued to the employees within three and five years from the reacquisition date, respectively, and shares not reissued within the three-year or five-year period are to be retired. Treasury shares to enhance the Company's credit rating and the stockholders' equity should be retired within six months of acquisition.

(17) Capital surplus

Pursuant to the R.O.C. Company Act, capital surplus arising from paid-in capital in excess of par value on issuance of common stocks and donations can be used to cover accumulated deficit or to issue new stocks or cash to shareholders in proportion to their share ownership, provided that the Company has no accumulated deficit. Further, the R.O.C. Securities and Exchange Law requires that the amount of capital surplus to be capitalised mentioned above should not exceed 10% of the paid-in capital each year. Capital surplus should not be used to cover accumulated deficit unless the legal reserve is insufficient.

(18) Retained earnings

A. Under the Company's Articles of Incorporation, the current year's earnings, if any, shall be distributed in the following order:

- (a) Offset prior years' operating losses, if any.
- (b) Set aside 10% of the remaining amount as legal reserve, and set aside or reverse special reserve when necessary.
- (c) The remainder along with the unappropriated earnings of prior years is the accumulated distributable earnings. The appropriation of accumulated distributable earnings shall be proposed by the Board of Directors and be resolved by the shareholders.

The Company is at the development stage. In line with current and future development plans and investment environment, and to respond to capital needs and domestic and foreign competition, as well as shareholders' benefits, balanced dividends and the Company's long-term financial plan, etc., the earnings shall be appropriated in compliance with the above regulations. The ratio of dividends to shareholders shall account for at least 50% of the accumulated distributable earnings, of which the ratio of cash dividends shall account for at least 10% of the total dividends distributed. However, the Board of Directors shall adjust the ratios based on current operating status and shall report to the shareholders for a resolution.

B. Under a resolution made by the Board of Directors, which has more than 2/3 directors attended the meeting and more than 1/2 attended directors agreed, full or partial of the distributable dividends and bonus, capital surplus or legal reserve will be distributed in the form of cash, and it will be reported to the shareholders. The regulation in relation to approval from the shareholders as abovementioned is not applicable.

- C. Except for covering accumulated deficit or issuing new stocks or cash to shareholders in proportion to their share ownership, the legal reserve shall not be used for any other purpose. The use of legal reserve for the issuance of stocks or cash to shareholders in proportion to their share ownership is permitted, provided that the distribution of the reserve is limited to the portion in excess of 25% of the Company's paid-in capital.
- D. (a) In accordance with the regulations, the Company shall set aside special reserve from the debit balance on other equity items at the balance sheet date before distributing earnings.
When debit balance on other equity items is reversed subsequently, the reversed amount could be included in the distributable earnings.
- (b) The amount previously set aside by the Company as special reserve on initial application of IFRSs in accordance with Order No. Financial-Supervisory-Securities-Corporate-1010012865, dated April 6, 2012, shall be the same as the amount reclassified from accumulated translation adjustment under shareholders' equity to retained earnings for the exemptions elected by the Group. The increase in special reserve as a result of retained earnings arising from the adoption of IFRS was \$38,429 thousand.
- E. (a) The appropriation of 2022 and 2021 earnings as resolved by the shareholders on May 25, 2023 and May 26, 2022, respectively, are as follows:

	Years ended December 31,			
	2022		2021	
	Amount	Dividends per share (in dollars)	Amount	Dividends per share (in dollars)
Legal reserve	\$ 4,127		\$ 9,592	
(Reversal of)				
Special reserve	(9,128)		15,935	
Cash dividends	63,173	\$ 1.62	81,631	\$ 2.10
	<u>\$ 58,172</u>		<u>\$ 107,158</u>	

Cash dividends have been resolved at the meeting of Board of Directors on February 23, 2023 and February 24, 2022.

- (b) The details about the appropriation of 2023 earnings which was proposed at the Board of Directors' meeting on February 27, 2024 are as follows:

	Years ended December 31,	
	2023	
	Amount	Dividends per share (in dollars)
Legal reserve	\$ 3,268	
Special reserve	12,007	
Cash dividends	40,248	\$ 0.70
	<u>\$ 55,523</u>	

Apart from the cash dividends which have been resolved at the meeting of the Board of Directors on February 27, 2024, the remaining items in the above appropriation of

earnings are yet to be resolved by the shareholders.

F. For the information relating to employees' compensation and directors' remuneration, please refer to Note 6(26).

(19) Other equity items

	2023		2022	
	Currency translation	Unrealised gains (losses) on valuation	Currency translation	Unrealised gains (losses) on valuation
At January 1	(\$ 61,125)	(\$ 17,797)	(\$ 81,805)	(\$ 6,245)
Currency translation differences:				
–Group	(26,887)	-	20,680	-
Revaluation	-	(2,189)	-	(11,571)
Revaluation transferred to retained earnings	-	16,624	-	-
Revaluation transferred to retained earnings – tax	-	445	-	19
At December 31	(\$ 88,012)	(\$ 2,917)	(\$ 61,125)	(\$ 17,797)

(20) Operating revenue

	Years ended December 31,	
	2023	2022
Sales revenue	\$ 811,933	\$ 913,801

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A. Disaggregation of revenue from contracts with customers

The Group derives revenue from the transfer of goods at a point in time.

Year ended December 31, 2023

	TONS LIGHTOLOGY INC.				TITAN LIGHTING CO., LTD.				ZHONGSHAN TONS LIGHTING CO., LTD.	StrongLED Lighting Systems (Suzhou) Co. Ltd.	Others	Total
	Europe	Asia	Oceania	Others	Europe	Asia	Oceania	Others	Asia	Asia		
	Revenue from contracts	\$ 428,290	\$ 129,864	\$ 40,210	\$ 1,101	\$ 39,130	\$ 6,943	\$ 684	\$ 72	\$ 53,633	\$ 63,683		$ 48,323	$ 811,933

Year ended December 31, 2022

	TONS LIGHTOLOGY INC.				TITAN LIGHTING CO., LTD.				ZHONGSHAN TONS LIGHTING CO., LTD.	Others	Total
	Europe	Asia	Oceania	Others	Europe	Asia	Oceania	Others	Asia		
	Revenue from contracts	\$ 572,221	\$ 131,713	\$ 81,295	\$ 3,164	\$ 24,801	\$ 7,012	\$ 331	\$ 80	\$ 63,355	

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B. Contract liabilities

The Group has recognised the following revenue-related contract liabilities:

	<u>December 31, 2023</u>	<u>December 31, 2022</u>	<u>January 1, 2022</u>
Contract liabilities:			
Contract liabilities –			
advance sales receipts	\$ 48,503	\$ 31,191	\$ 25,418

Revenue recognised that was included in the contract liability balance at the beginning of the period:

	<u>Years ended December 31,</u>	
	<u>2023</u>	<u>2022</u>
Revenue recognised that was included in the contract liability balance at the beginning of the period	\$ 25,123	\$ 23,641

(21) Interest income

	<u>Years ended December 31,</u>	
	<u>2023</u>	<u>2022</u>
Interest income from bank deposits	\$ 17,453	\$ 11,053

(22) Other income

	<u>Years ended December 31,</u>	
	<u>2023</u>	<u>2022</u>
Rent income	\$ 4,298	\$ -
Gain recognised in bargain purchase transaction	85,857	-
Other income - others	4,039	2,381
	<u>\$ 94,194</u>	<u>\$ 2,381</u>

The gain recognised in bargain purchase transaction listed above is provided in Note 6(29).

(23) Other gains and losses

	<u>Years ended December 31,</u>	
	<u>2023</u>	<u>2022</u>
Gains on disposals of property, plant and equipment	\$ 747	\$ 198
Net currency exchange (loss) gain	(7,256)	11,209
Net gain (loss) on financial assets (liabilities) at fair value through profit or loss	1,001	(27,684)
Other losses	(370)	(57)
	<u>(\$ 5,878)</u>	<u>(\$ 16,334)</u>

(24) Finance costs

	Years ended December 31,	
	2023	2022
Interest expense:		
Borrowing interests	\$ 444	\$ -
Lease liabilities (Note)	399	205
	<u>\$ 843</u>	<u>\$ 205</u>

Note: Interest expense arose from the lease liabilities discounted over the contract period upon the adoption of IFRS 16.

(25) Expenses by nature

	Years ended December 31,	
	2023	2022
Employee benefit expense	\$ 259,634	\$ 235,555
Depreciation charges on property, plant and equipment	51,134	49,522
Depreciation charges on right-of-use assets	10,393	9,263
Depreciation expenses on investment property	1,169	-
Amortisation charges	2,942	2,470

(26) Employee benefit expense

	Years ended December 31,	
	2023	2022
Wages and salaries	\$ 214,702	\$ 196,818
Labour and health insurance fees	9,020	5,495
Pension costs	18,285	15,977
Directors' remunerations	3,440	3,376
Other employee benefit expenses	14,187	13,889
	<u>\$ 259,634</u>	<u>\$ 235,555</u>

Note: For the years ended December 31, 2023 and 2022, the Group had 860 and 591 employees, respectively, and had 5 non-employee directors for both periods.

- A. In accordance with the Articles of Incorporation of the Company, the current year's earnings, if profit, the Company shall appropriate 5% to 15% as the employees' compensation and shall not be higher than 2.5% for directors' remuneration; if loss, shall first reserve the offset amount.
- B. For the years ended December 31, 2023 and 2022, the accrued employees' compensation and directors' remuneration is as follows:

	Years ended December 31,	
	2023	2022
Employees' compensation	\$ 7,255	\$ 6,366
Directors' remuneration	1,208	1,060
	<u>\$ 8,463</u>	<u>\$ 7,426</u>

The aforementioned amounts were recognised in salary expenses. The Group accrued expenses based on 9% and 1.5% of the pre-tax income that has not been accrued for employees' compensation and directors' remuneration, respectively, for the years ended

December 31, 2023 and 2021.

Employees' compensation and directors' remuneration for 2023 and 2022 as resolved by the Board of Directors were in agreement with those amounts recognised in the 2023 and 2022 financial statements. The employees' compensation will be distributed in the form of cash. Information about employees' compensation and directors' remuneration of the Company as resolved at the meeting of Board of Directors will be posted in the "Market Observation Post System" at the website of the Taiwan Stock Exchange.

(27) Income tax

A. Income tax (benefit) expense

(a) Components of income tax (benefit) expense:

	Years ended December 31,	
	2023	2022
Current tax:		
Current tax on profits for the period	\$ 2,534	\$ 26,610
Prior year income tax overestimation	(5,059)	(2,463)
Total current tax	(2,525)	24,147
Deferred tax:		
Origination and reversal of temporary differences	25,375	(3,093)
Income tax (benefit) expense	<u>\$ 22,850</u>	<u>\$ 21,054</u>

(b) The income tax (charge)/credit relating to components of other comprehensive income is as follows:

	Years ended December 31,	
	2023	2022
Temporary differences:		
Remeasurement of defined benefit obligations	\$ 60	(\$ 301)
Changes in fair value of financial assets at fair value through other comprehensive income	(445)	(19)
	<u>(\$ 385)</u>	<u>(\$ 320)</u>

B. Reconciliation between income tax expense and accounting profit

	Years ended December 31,	
	2023	2022
Tax calculated based on profit before tax and statutory tax rate	\$ 19,991	\$ 19,488
Expenses disallowed by tax regulation	1,774	-
	6,800	5,333
Tax exempt income by tax regulation	(656)	(1,304)
Prior year income tax overestimation	(5,059)	(2,463)
Income tax expense	<u>\$ 22,850</u>	<u>\$ 21,054</u>

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C. Amounts of deferred tax assets or liabilities as a result of temporary differences are as follows:

	2023					December 31
	January 1	Business combinations	Recognised in profit or loss	Recognised in other comprehensive income	Net exchange differences	
Temporary differences:						
-Deferred tax assets:						
Overseas long-term investment loss	\$ -	\$ -	\$ 876	\$ -	\$ -	\$ 876
Allowance for inventory valuation and obsolescence losses	1,550	3,722	(409)	-	(73)	4,790
Tax losses	-	-	2,344	-	-	2,344
Unrealised sales returns and discounts	110	-	(4)	-	-	106
Warranty liabilities	41	4,310	(654)	-	(82)	3,615
Unallocated amount of accrued pension expense	173	-	19	-	-	192
Remeasurement of defined benefit obligations	1,604	-	-	(60)	-	1,544
Unrealised loss on financial assets at fair value through other comprehensive income	284	-	-	445	-	729
Allowance for bad debts	-	5,988	(41)	-	(118)	5,829
Unused compensated absences	380	-	19	-	-	399
Payable on social insurance charges	-	9,432	(259)	-	(199)	8,974
Book-tax difference on buildings and structures	-	10,135	(171)	-	-	9,964
Investment property-book-tax difference on buildings and structures	-	6,964	(89)	-	-	6,875
Other	-	8,362	(1,641)	-	(155)	6,566
Total	<u>\$ 4,142</u>	<u>\$ 48,913</u>	<u>(\$ 10)</u>	<u>\$ 385</u>	<u>(\$ 627)</u>	<u>\$ 52,803</u>
-Deferred tax liabilities:						
(Gains) losses on foreign long-term investments	(\$ 3,748)	(\$ 16,171)	(\$ 25,033)	\$ -	\$ 347	(44,605)
Unrealised foreign exchange losses (gains)	(82)	-	(361)	-	-	(443)
Right-of-use assets-book-tax difference on land	-	(5,817)	25	-	-	(5,792)
Investment property-book-tax difference on land	-	(844)	4	-	-	(840)
Book-tax difference on intangible assets	-	(2,753)	-	-	-	(2,753)
Total	<u>(3,830)</u>	<u>(25,585)</u>	<u>(25,365)</u>	<u>-</u>	<u>347</u>	<u>(54,433)</u>
Total	<u>\$ 312</u>	<u>\$ 23,328</u>	<u>(\$ 25,375)</u>	<u>\$ 385</u>	<u>(\$ 280)</u>	<u>(\$ 1,630)</u>

	2022			
	Recognised in other Recognised in comprehensive			
	January 1	profit or loss	income	December 31
Temporary differences:				
-Deferred tax assets:				
Allowance for inventory valuation and obsolescence losses	\$ 1,561	(\$ 11)	\$ -	\$ 1,550
Unrealised sales returns and discounts	394	(284)	-	110
Warranty liabilities	41	-	-	41
Unallocated amount of accrued pension expense	176	(3)	-	173
Remeasurement of defined benefit obligations	1,303	-	301	1,604
Unrealised loss on financial assets at fair value through other comprehensive income	265	-	19	284
Unused compensated absences	400	(20)	-	380
Subtotal	<u>\$ 4,140</u>	<u>(\$ 318)</u>	<u>\$ 320</u>	<u>\$ 4,142</u>
-Deferred tax liabilities:				
(Gains) losses on foreign long-term investments	(\$ 6,950)	\$ 3,202	\$ -	(\$ 3,748)
Unrealised foreign exchange losses (gains)	(291)	209	-	(82)
Subtotal	<u>(7,241)</u>	<u>3,411</u>	<u>-</u>	<u>(3,830)</u>
Total	<u>(\$ 3,101)</u>	<u>\$ 3,093</u>	<u>\$ 320</u>	<u>\$ 312</u>

D. Expiration dates of unused tax losses and amounts of unrecognised deferred tax assets are as follows:

December 31, 2023				
Year incurred	Amount filed / assessed	Unused amount	Unrecognised deferred tax assets	Expiry year
2023	Amount filed	\$ 11,719	\$ -	2033

E. The Company has not recognised taxable temporary differences associated with investment in subsidiaries as deferred tax liabilities. As of December 31, 2023 and 2022, the amounts of temporary difference unrecognised as deferred tax liabilities were \$57,498 and \$76,507 thousand, respectively.

F. The Company's income tax returns through 2021 have been assessed and approved by the Tax Authority.

(28) Earnings (losses) per share

	<u>Year ended December 31, 2023</u>		
	<u>Amount after tax</u>	<u>Weighted average number of ordinary shares outstanding (share in thousands)</u>	<u>Earnings per share (in dollars)</u>
<u>Basic earnings per share</u>			
Profit attributable to ordinary shareholders of the parent	\$ 49,068	42,131	\$ 1.16
<u>Diluted loss per share</u>			
Profit attributable to ordinary shareholders of the parent	49,068	42,131	
Assumed conversion of all dilutive potential ordinary shares			
-Employees' compensation	-	288	
-Employee stock options	-	101	
Profit attributable to ordinary shareholders of the parent plus assumed conversion of all dilutive potential ordinary shares	\$ 49,068	\$ 42,520	\$ 1.15
<u>Year ended December 31, 2022</u>			
	<u>Amount after tax</u>	<u>Weighted average number of ordinary shares outstanding (share in thousands)</u>	<u>Earnings per share (in dollars)</u>
<u>Basic earnings per share</u>			
Profit attributable to ordinary shareholders of the parent	\$ 52,394	38,875	\$ 1.35
<u>Diluted earnings per share</u>			
Profit attributable to ordinary shareholders of the parent	52,394	38,875	
Assumed conversion of all dilutive potential ordinary shares			
-Employees' compensation	-	275	
-Employee stock options	-	113	
Profit attributable to ordinary shareholders of the parent plus assumed conversion of all dilutive potential ordinary shares	\$ 52,394	\$ 39,263	\$ 1.33

The Company may settle the compensation of employees in cash or shares; therefore, the Company assumes that the entire amount of the compensation will be settled in shares, and the resulting potential shares are included in the weighted average number of shares outstanding used in the computation of diluted earnings per share, as the effect is dilutive. Such dilutive effect of the potential shares is included in the computation of diluted earnings per share until the number of shares to be distributed to employees is resolved in the following year.

(29) Business combinations

- A. On October 31, 2023, the Group acquired 85.47% equity interests in Strong LED Lighting Systems (Cayman) Co., Ltd. (hereinafter referred to as Strong LED Lighting System (Cayman) Co., Ltd.) through a share swap by issuing new shares for a total face value of NT\$183,895 thousand (fair value of NT\$513,068 thousand) (prior to the transaction, the Group held 14.53% equity interests in Strong LED Lighting System (Cayman) Co., Ltd.) and obtained the control over Strong LED Lighting System (Cayman) Co., Ltd.. The entity is engaged in the research and development, production and sales of LED semiconductor outdoor lighting related application products in Mainland China. The Group expects to expand its landscape lighting business after the acquisition to provide diversified products to customers and also expects to reduce costs through economies of scale. The purchase price of this business combination transaction was based on the mutual agreement. The acquirer obtained an expert valuation of the fair value report and the acquirer assessed the fair value of the acquisition, resulting in a gain recognised in bargain purchase transaction.
- B. The following table summarises the consideration paid for Strong LED Lighting Systems (Cayman) Co., Ltd. and the fair values of the assets acquired and liabilities assumed at the acquisition date, at the acquisition date:

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	<u>112年12月31日</u>
Purchase consideration	
Shares	\$ 513,068
Fair value of equity interest in Strong LED Lighting Systems (Cayman) Co., Ltd. held before the business combination	<u>87,269</u>
	<u>600,337</u>
Fair value of the identifiable assets acquired and liabilities assumed	
Cash equivalents	224,799
Current financial assets at amortised cost	132,660
Notes and accounts receivable	74,025
Net accounts receivable	107,951
Inventories	41,724
Prepayments	12,945
Other current assets	3,846
Property, plant and equipment	264,652
Right-of-use assets	63,115
Investment property	120,639
Intangible assets	20,559
Deferred tax assets	48,913
Other non-current assets	5,118
Short-term borrowings	(112,761)
Contract liabilities	(30,967)
Notes payable	(66,855)
Accounts payable	(78,984)
Other payables	(88,790)
Provisions for liabilities – current	(15,585)
Other current liabilities	(10)
Provisions for liabilities – non-current	(13,147)
Deferred tax liabilities	(25,585)
Other non-current liabilities	(2,065)
Total identifiable assets	<u>686,194</u>
Gain recognised in bargain purchase transaction (shown as other income)	<u>(\$ 85,857)</u>
C. The Group had held 14.53% equity interests in Strong LED Lighting Systems (Cayman) Co., Ltd. before the business combination, and the loss recognised based on fair value remeasurement was \$0 thousand.	
Remeasurement of fair value at the acquisition date	\$ 87,269
Amount of equity before obtaining the control	<u>(87,269)</u>
Losses on disposal of investments	<u>–</u>
D. The evaluation report on the price allocation of the fair value of the identifiable assets acquired was completed by Valuationtek, Inc..	

E. The purchase price of this business combination transaction was based on the mutual agreement. The acquirer obtained the fair value report valued by an expert and the acquirer assessed the fair value of the acquisition, resulting in a gain recognised in bargain purchase transaction amounting to \$85,857 thousand. After evaluating the valuation methodology adopted by Valuationtek, Inc. and the results of the evaluation, there shall be no significant unreasonable on its fair value.

F. The operating revenue included in the consolidated statement of comprehensive income since October 31, 2023 contributed by Strong LED Lighting Systems (Cayman) Co., Ltd. was \$81,091 thousand. Strong LED Lighting Systems (Cayman) Co., Ltd. also contributed profit before income tax of \$890 thousand over the same period. Had Strong LED Lighting Systems (Cayman) Co., Ltd. been consolidated from January 1, 2023, the consolidated statement of comprehensive income would show operating revenue of \$464,087 thousand and profit before income tax of (\$3,917) thousand.

(30) Supplemental cash flow information

Investing activities with partial cash payments :

	Years ended December 31,	
	2023	2022
Purchase of property, plant and equipment	\$ 14,677	\$ 12,536
Add: Opening balance of payable on equipment	1,109	1,025
Payable on equipment acquired through business combinations	799	-
Less: Ending balance of payable on equipment	(1,373)	(1,109)
Cash paid during the period	<u>\$ 15,212</u>	<u>\$ 12,452</u>

(31) Changes in liabilities from financing activities

	Guarantee deposits received	Short-term borrowings	Lease liabilities	Dividends payable	Liabilities from financing activities-gross
At January 1, 2023	\$ 1,126	\$ -	\$ 2,784	\$ -	\$ 3,910
Acquired from business combinations	-	112,761	-	-	112,761
Changes in cash flow from financing activities	-	(26,221)	(9,059)	(63,173)	(98,453)
Impact of changes in foreign exchange rate	-	-	(2)	-	(2)
Changes in other non-cash items	-	-	21,678	63,173	84,851
At December 31, 2023	<u>\$ 1,126</u>	<u>\$ 86,540</u>	<u>\$ 15,401</u>	<u>\$ -</u>	<u>\$ 103,067</u>

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	Guarantee deposits received	Lease liabilities	Dividends payable	Liabilities from financing activities-gross
At January 1, 2022	\$ 1,126	\$ 9,875	\$ -	\$ 11,001
Changes in cash flow from financing activities	-	(8,554)	(81,631)	(90,185)
Impact of changes in foreign exchange rate	-	190	-	190
Changes in other non- cash items	-	1,273	81,631	82,904
At December 31, 2022	<u>\$ 1,126</u>	<u>\$ 2,784</u>	<u>\$ -</u>	<u>\$ 3,910</u>

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7. RELATED PARTY TRANSACTIONS

(1) Names of related parties and relationship

Names of related parties	Relationship with the Group
ARTSO INTERNATIONAL, INC.	Associate

Note: The Company's Board of Directors resolved to dispose equity interests in Art So International, Inc. on October 26, 2023, and the disposal date was set on October 31, 2023. Art So International, Inc. was no longer a related party of the Company thereafter. The following sales are calculated from January 1, 2023 to October 31, 2023.

(2) Significant related party transactions

A. Operating revenue:

	Years ended December 31,	
	2023	2022
Sales of goods:		
-Associates	\$ 594	\$ 741

Goods were sold based on the price lists in force and terms that would be available to third parties. The credit terms were 60 days for related parties and 30~90 days for third parties.

B. Accounts receivable:

	December 31, 2023	December 31, 2022
Accounts receivable:		
-Associates	\$ -	\$ 321

(3) Key management compensation

	Years ended December 31,	
	2023	2022
Short-term employee benefits	\$ 28,249	\$ 28,175
Post-employment benefits	530	528
Share-based payments	454	194
	<u>\$ 29,233</u>	<u>\$ 28,897</u>

8. PLEDGED ASSETS

The Group's assets pledged as collateral are as follows:

Pledged asset	Book value		Purpose
	December 31, 2023	December 31, 2022	
Restricted time deposits (shown as 'financial assets at amortised cost')	\$ 4,643	\$ 4,724	Construction and forward foreign exchange
Guarantee deposits paid (shown as 'other non-current assets')	7,071	4,660	Construction and lease security deposits
	<u>\$ 11,714</u>	<u>\$ 9,384</u>	

9. SIGNIFICANT CONTINGENT LIABILITIES AND UNRECOGNISED CONTRACT COMMITMENT

(1) Contingencies

None.

(2) Commitments

None.

10. SIGNIFICANT DISASTER LOSS

None.

11. SIGNIFICANT EVENTS AFTER THE BALANCE SHEET DATE

None.

12. OTHERS

(1) Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders and issue new shares to reduce debt. The Group monitors capital on the basis of the debt-to-asset ratio. This ratio is calculated as net debt divided by total assets.

During the year ended December 31, 2023, the Group's strategy, which was unchanged from 2022, was to maintain the debt-to-asset ratio under 40%. The debt-to-asset ratios at December 31, 2023 and 2022, were as follows:

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
Total liabilities	\$ 581,071	\$ 184,172
Total assets	\$ 2,190,914	\$ 1,318,409
Gearing ratio	<u>27%</u>	<u>14%</u>

(2) Financial instruments

A. Financial instruments by category

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
<u>Financial assets</u>		
Financial assets at fair value through profit or loss		
Financial assets mandatorily measured at fair value through profit or loss	\$ -	\$ 59,616
Financial assets at fair value through other comprehensive income	4,835	34,600
Cash and cash equivalents	406,694	361,977
Financial assets at amortised cost	571,621	265,399
Notes receivable	69,594	2,122
Accounts receivable (including related parties)	199,829	105,401
Other receivables	9,082	5,840
Guarantee deposits paid	7,071	4,660
	<u>\$ 1,268,726</u>	<u>\$ 839,615</u>

	December 31, 2023	December 31, 2022
<u>Financial liabilities</u>		
Financial liabilities at fair value through profit or loss		
Financial liabilities mandatorily measured at fair value through profit or loss	\$ 507	\$ 1,687
Financial liabilities at amortised cost		
Short-term borrowings	86,540	-
Notes payable	72,567	31
Accounts payable	116,586	45,769
Other accounts payable	148,476	66,850
Guarantee deposits received	1,126	1,126
	<u>\$ 425,802</u>	<u>\$ 115,463</u>
Lease liability (including current portion)	<u>\$ 15,401</u>	<u>\$ 2,784</u>

B. Financial risk management policies

- (a) The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, interest rate risk and price risk), credit risk and liquidity risk. To minimize any adverse effects on the financial performance of the Group, derivative financial instruments, such as foreign exchange forward contracts are used to hedge certain exchange rate risk. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments.
- (b) Risk management is carried out by a central treasury department (Group treasury) under policies approved by the Board of Directors. Group treasury identifies, evaluates and hedges financial risks in close cooperation with the Group's operating units. The Board provides written principles for overall risk management, as well as written policies covering specific areas and matters, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity.
- (c) Information about derivative financial instruments that are used to hedge certain exchange rate risk are provided in Note 6(2).

C. Significant financial risks and degrees of financial risks

(a) Market risk

Foreign exchange risk

- i. The Group operates internationally and is exposed to foreign exchange risk arising from the transactions of the Company and its subsidiaries used in various functional currency, primarily with respect to the USD and RMB. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities.

- ii. The group companies are required to hedge their entire foreign exchange risk exposure with the Group treasury. Exchange rate risk is measured through a forecast of highly probable USD and RMB income and expenditures. Entities in the Group use natural hedge to decrease the risk exposure in the foreign currency, transacted with Group treasury.
- iii. The Group hedges foreign exchange rate by using forward exchange contracts. However, the Group does not adopt hedging accounting. Details of financial assets or liabilities at fair value through profit or loss are provided in Note 6(2).
- iv. The Group's risk management policy is to hedge anticipated cash flows (mainly from export sales and purchase of inventory) in each major foreign currency.
- v. The Group's businesses involve some non-functional currency operations (the Company's functional currency: NTD; other certain subsidiaries' functional currency: USD and RMB). The information on assets and liabilities denominated in foreign currencies whose values would be materially affected by the exchange rate fluctuations and analysis of foreign currency market risk arising from significant foreign exchange variation are as follows:

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December 31, 2023							
Foreign currency amount (In thousands)	Exchange rate	Book value (In thousands of NTD)	Sensitivity analysis				
			Degree of variation	Effect on profit or loss	Effect on other comprehensive income		
(Foreign currency: functional currency)							
<u>Financial assets</u>							
<u>Monetary items</u>							
USD:NTD	\$ 8,290	30.705	\$ 254,544	1%	\$ 2,545	\$ -	-
HKD:NTD	103	3.929	405	1%	4		-
EUR:NTD	895	33.980	30,412	1%	304		-
RMB:NTD	8,126	4.327	35,161	1%	352		-
RMB:USD	6,593	0.141	28,528	-1%	(285)		-
USD:RMB	3,357	7.096	103,077	1%	1,031		-
<u>Non-monetary items</u>							
USD:NTD	\$ 158	30.660	\$ 4,835	1%	\$ -	\$ 48	
<u>Financial liabilities</u>							
<u>Monetary items</u>							
USD:NTD	\$ 3,586	30.705	\$ 110,108	1%	(\$ 1,101)	\$ -	-
EUR:NTD	116	33.980	3,942	1%	(39)		-
RMB:NTD	13,260	4.327	57,376	1%	(574)		-
USD:RMB (Note)	1,800	7.002	(507)	1%	(545)		-

Note: The Group's subsidiaries have forward foreign exchange contracts. Foreign currency amount is the notional principal. Exchange rate is forward exchange rate that is estimated to be settled at the balance sheet date, and the book value is the amount recognised.

December 31, 2022						
	Foreign currency amount (In thousands)	Exchange rate	Book value (In thousands of NTD)	Sensitivity analysis		
				Degree of variation	Effect on profit or loss	Effect on other comprehensive income
(Foreign currency: functional currency)						
<u>Financial assets</u>						
<u>Monetary items</u>						
USD:NTD	\$ 6,365	30.710	\$ 195,469	1%	\$ 1,955	\$ -
HKD:NTD	1,293	3.938	5,092	1%	51	-
EUR:NTD	545	32.720	17,832	1%	178	-
RMB:NTD	18,764	4.408	82,712	1%	827	-
RMB:USD	12,072	0.144	53,213	-1%	(532)	-
USD:RMB	6,531	6.967	200,567	1%	2,006	-
<u>Non-monetary items</u>						
USD:NTD	\$ 254	27.775	\$ 7,060	1%	\$ -	\$ 71
<u>Financial liabilities</u>						
<u>Monetary items</u>						
USD:NTD	\$ 7,093	30.710	\$ 217,826	1%	(\$ 2,178)	\$ -
EUR:NTD	106	32.720	3,468	1%	(35)	-
RMB:NTD	12,068	4.408	53,196	1%	(532)	-
USD:RMB (Note)	1,800	6.946	(1,687)	1%	(540)	-

Note: The Group's subsidiaries have forward foreign exchange contracts. Foreign currency amount is the notional principal. Exchange rate is forward exchange rate that is estimated to be settled at the balance sheet date, and the book value is the amount recognised.

- vi. Total exchange (loss) gain, including realised and unrealised, arising from significant foreign exchange variation on the monetary items held by the Group for the years ended December 31, 2023 and 2022 amounted to (\$7,256) thousand and \$11,209 thousand, respectively.

Price risk

- i. The Group's equity securities, which are exposed to price risk, are the held financial assets at fair value through profit or loss and financial assets at fair value through other comprehensive income.
- ii. The Group mainly invests in shares issued by the domestic companies. The prices of equity securities would change due to the change of the future value of investee companies. If the prices of these equity securities had increased/decreased by 1% with all other variables held constant, post-tax profit for the years ended December 31, 2023 and 2022 would have decreased/increased by \$0 thousand and \$596 thousand, respectively, as a result of gains/losses on equity securities classified as at fair value through profit or loss. Other components of equity would have decreased/increased by \$48 thousand and \$346 thousand, respectively, as a result of other comprehensive income classified as equity investment at fair value through other comprehensive income.

Cash flow and fair value interest rate risk

- i. The Group's main interest rate risk arises from short-term borrowings with fixed rates, which expose the Group to fair value risk. The Group manages its interest rate risk by maintaining an appropriate mix of fixed and floating interest rates, supplemented by interest rate swap. During the period from January 1, 2023 to December 31, 2023, the Group's borrowings at fixed interest rates were mainly denominated in RMB.
- ii. The Group's borrowings are measured at amortised cost. The borrowings are periodically contractually repriced and to that extent are also exposed to the risk of future changes in market interest rates.

(b) Credit risk

- i. Credit risk refers to the risk of financial loss to the Group arising from default by the clients or counterparties of financial instruments on the contract obligations. The main factor is that counterparties could not repay in full the accounts receivable based on the agreed terms.
- ii. For banks and financial institutions, the Group transacts with a variety of banks and financial institutions, mainly domestic and overseas well-known financial institutions, to avoid concentration in any single counterparty and to minimise credit risk. The Group can only enter into the financial services and loan

agreement provided by banks and financial institutions after being approved by the Board of Directors or authorised management according to the Group's delegation of authorisation policy. According to the Group's credit policy, each local entity in the Group is responsible for managing and analysing the credit risk for each of their new clients before standard payment and delivery terms and conditions are offered. Internal risk control assesses the credit quality of the customers, taking into account their financial position, past experience and other factors. Individual risk limits are set based on internal or external ratings in accordance with limits set by the Board of Directors. The utilisation of credit limits is regularly monitored.

- iii. The Group adopts the assumptions under IFRS 9, the default occurs when the contract payments are past due over 1 year.
- iv. The Group adopts following assumptions under IFRS 9 to assess whether there has been a significant increase in credit risk on that instrument since initial recognition:

If the contract payments were past due over 30 days based on the terms, there has been a significant increase in credit risk on that instrument since initial recognition.
- v. The following indicators are used to determine whether the credit impairment of debt instruments has occurred:
 - (i) It becomes probable that the issuer will enter bankruptcy or other financial reorganisation due to their financial difficulties;
 - (ii) The disappearance of an active market for that financial asset because of financial difficulties;
 - (iii) Default or delinquency in interest or principal repayments;
 - (iv) Adverse changes in national or regional economic conditions that are expected to cause a default.
- vi. The Group classifies customers' accounts receivable in accordance with product types. The Group applies the simplified approach using loss rate methodology to estimate expected credit loss.
- vii. The Group used the forecastability of Taiwan Institute of Economic Research boom observation report to adjust historical and timely information to assess the default possibility of accounts receivable. As of December 31, 2023 and 2022, the loss rate methodology is as follows:

	Not past due	Up to 30 days past due	31~120 days past due	Over 121 days	Total
<u>December 31, 2023</u>					
Expected loss rate	0.00%	0.00%	13.06%	96.58%	
Total book value	\$ 171,425	\$ 16,250	\$ 12,354	\$41,330	\$ 241,359
Loss allowance	\$ -	\$ -	(\$ 1,613)	(\$39,917)	(\$ 41,530)
	Not past due	Up to 30 days past due	31~120 days past due	Over 121 days	Total
<u>December 31, 2022</u>					
Expected loss rate	0.00%	0.00%	16.43%	100.00%	
Total book value	\$ 87,201	\$ 15,387	\$ 3,366	\$ 297	\$ 106,251
Loss allowance	\$ -	\$ -	(\$ 553)	(\$ 297)	(\$ 850)

viii. Movements in relation to the group applying the simplified approach to provide loss allowance for accounts receivable is as follows:

	2023	
	Accounts receivable	
At January 1	\$	850
Acquired from business combinations		42,409
Reversal of impairment loss	(	1,723)
Effect of exchange rate changes	(	6)
At December 31	\$	41,530
	2022	
	Accounts receivable	
At January 1	\$	1,873
Reversal of impairment loss	(	1,054)
Effect of exchange rate changes		31
At December 31	\$	850

(c) Liquidity risk

- i. Cash flow forecasting is performed in the operating entities of the Group and aggregated by Group treasury. Group treasury monitors rolling forecasts of the Group's liquidity requirements to ensure it has sufficient cash to meet operational needs. Such forecasting takes into consideration the Group's debt financing plans, covenant compliance, compliance with internal balance sheet ratio targets.
- ii. The Group invests surplus cash in interest bearing current accounts and money market deposits, choosing instruments with appropriate maturities or sufficient liquidity to provide sufficient head-room as determined by the above-mentioned forecasts.

- iii. As of December 31, 2023 and December 31, 2022 the Group's undrawn borrowing facilities amounted to \$1,025,938 and \$13,420 thousand.
- iv. The table below analyses the Group's non-derivative financial liabilities and net-settled or gross-settled derivative financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date for non-derivative financial liabilities and to the expected maturity date for derivative financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows.

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Non-derivative financial liabilities

	Within 1	Between	Between	Between	Over 5
	year	1 and 2	2 and 3	3 and 5	years
December 31, 2023		years	years	years	years
Short-term borrowings	\$ 86,540	\$ -	\$ -	\$ -	\$ -
Notes and accounts payable	189,153	-	-	-	-
Other payables	148,476	-	-	-	-
Lease liabilities	7,757	7,466	495	-	-

Non-derivative financial liabilities

	Less than	1 and 2	2 and 3	3 and 5	Over 5
	1 year	years	years	years	years
December 31, 2022					
Notes and accounts payable	\$ 45,800	\$ -	\$ -	\$ -	\$ -
Other payables	66,850	-	-	-	-
Lease liabilities	2,543	297	-	-	-

(3) Fair value information

A. The different levels that the inputs to valuation techniques are used to measure fair value of financial and non-financial instruments have been defined as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date. A market is regarded as active where a market in which transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Unobservable inputs for the asset or liability.

B. Financial instruments not measured at fair value

The carrying amounts of the Group's financial instruments not measured at fair value

(including cash and cash equivalents, notes receivable, accounts receivable, accounts receivable - related parties, other receivables, guarantee deposits paid, notes payable, accounts payable, lease liabilities, accounts payable - related parties, other payables and guarantee deposits received) are approximate to their fair values.

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C. The related information of financial and non-financial instruments measured at fair value by level on the basis of the nature, characteristics and risks of the assets and liabilities is as follows:

(a) The related information of natures of the assets and liabilities is as follows:

December 31, 2023	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Assets				
<u>Recurring fair value measurements</u>				
Financial assets at fair value through other comprehensive income - equity securities	\$ -	\$ -	\$ 4,835	\$ 4,835
Liabilities				
<u>Recurring fair value measurements</u>				
Financial liabilities at fair value through profit or loss	\$ -	\$ 507	\$ -	\$ 507
December 31, 2022	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Assets				
<u>Recurring fair value measurements</u>				
Financial assets at fair value through profit or loss	\$ 59,616	\$ -	\$ -	\$ 59,616
Financial assets at fair value through other comprehensive income - equity securities	\$ 27,540	\$ -	\$ 7,060	\$ 34,600
Liabilities				
<u>Recurring fair value measurements</u>				
Financial liabilities at fair value through profit or loss	\$ -	\$ 1,687	\$ -	\$ 1,687

(b) The Group used market quoted prices as the fair values of the instruments in Level 1. Based on the characteristics, the closing prices are used for emerging shares.

(c) Forward exchange contracts are usually valued based on the current forward exchange rate.

D. For the years ended December 31, 2023 and 2022, there was no transfer between Level 1 and Level 2.

E. For the years ended December 31, 2023 and 2022, movements on Level 3 are as follows:

	<u>2023</u>	<u>2022</u>
	<u>Equity instruments</u>	<u>Equity instruments</u>
At January 1	\$ 7,060	\$ 7,156
Loss recognized in other comprehensive income	(2,225)	(96)
At December 31	<u>\$ 4,835</u>	<u>\$ 7,060</u>

F. For the years ended December 31, 2023 and 2022, there was no transfer into or out from Level 3.

G. The Group's treasury department are in charge of valuation procedures for fair value measurements being categorised within Level 3, which is to verify independent fair value of financial instruments. Such assessment is to ensure the valuation results are reasonable by applying independent information to make results close to current market conditions, confirming the resource of information is independent, reliable and in line with other resources and represented as the exercisable price, and frequently calibrating valuation model, performing back-testing, updating inputs used to the valuation model and making any other necessary adjustments to the fair value.

H. The following is the qualitative information of significant unobservable inputs and sensitivity analysis of changes in significant unobservable inputs to valuation model used in Level 3 fair value measurement:

	<u>Fair value at December 31, 2023</u>	<u>Valuation technique</u>	<u>Significant unobservable input</u>	<u>Range</u>	<u>Relationship of inputs to fair value</u>
Non-derivative equity instrument: Unlisted shares	\$ 4,835	Market comparable companies	Price to book ratio	0.76	The higher the multiple, the higher the fair value
	<u>Fair value at December 31, 2022</u>	<u>Valuation technique</u>	<u>Significant unobservable input</u>	<u>Range</u>	<u>Relationship of inputs to fair value</u>
Non-derivative equity instrument: Unlisted shares	\$ 7,060	Market comparable companies	Price to book ratio	0.76	The higher the multiple, the higher the fair value

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I. The Group has carefully assessed the valuation models and assumptions used to measure fair value; therefore, the fair value measurement is reasonable. However, use of different valuation models or assumptions may result in difference measurement. The following is the effect of profit or loss or of other comprehensive income from financial assets and liabilities categorised within Level 3 if the inputs used to valuation models have changed:

				<u>December 31, 2023</u>	
				<u>Recognised in other comprehensive income</u>	
	<u>Input</u>	<u>Change</u>	<u>Favourable change</u>	<u>Unfavourable change</u>	
Financial assets					
Equity securities	Price to book ratio	± 5%	\$ 31	(\$ 31)	
				<u>December 31, 2022</u>	
				<u>Recognised in other comprehensive income</u>	
	<u>Input</u>	<u>Change</u>	<u>Favourable change</u>	<u>Unfavourable change</u>	
Financial assets					
Equity securities	Price to book ratio	± 5%	\$ 379	(\$ 379)	

13. SUPPLEMENTARY DISCLOSURES

(1) Significant transactions information

- A. Loans to others: None.
- B. Provision of endorsements and guarantees to others: Please refer to table 1.
- C. Holding of marketable securities at the end of the period (not including subsidiaries, associates and joint ventures): Please refer to table 2.
- D. Acquisition or sale of the same security with the accumulated cost exceeding \$300 million or 20% of the Company's paid-in capital: Please refer to table 3.
- E. Acquisition of real estate reaching \$300 million or 20% of paid-in capital or more: None.
- F. Disposal of real estate reaching \$300 million or 20% of paid-in capital or more: None.
- G. Purchases or sales of goods from or to related parties reaching \$100 million or 20% of paid-in capital or more: Please refer to table 4.
- H. Receivables from related parties reaching \$100 million or 20% of paid-in capital or more: Please refer to table 5.
- I. Trading in derivative instruments undertaken during the reporting periods: Titan Lighting Co., Ltd. entered into forward foreign exchange contracts for the years ended December 31, 2023. As of December 31, 2023, financial liabilities at fair value through profit or loss of \$507 thousand was recognised.
- J. Significant inter-company transactions during the reporting periods: Please refer to

table 6.

(2) Information on investees

Names, locations and other information of investee companies (not including investees in Mainland China): Please refer to table 7.

(3) Information on investments in Mainland China

A. Basic information: Please refer to table 8.

B. Significant transactions, either directly or indirectly through a third area, with investee companies in the Mainland Area:

Significant transactions, either directly or indirectly through a third area, with investee companies in the Mainland Area for the years ended December 31, 2023 are provided in Note 13(1) J.

(4) Major shareholders information

Major shareholders information: Please refer to table 9.

14. SEGMENT INFORMATION

(1) General information

Management has determined the reportable operating segments based on the reports reviewed by the Chief Operating Decision-Maker that are used to make strategic decisions. Business organisation is divided into Tons Lightology Inc., Titan Lighting Co., Ltd. and Zhongshan Tons Lighting Co., Ltd. based on the nature. The Group's revenue is mainly from manufacturing and trading of lighting equipment and lamps.

(2) Measurement of segment information

The operating gains and losses are measured by the amount before tax and used as basis for performance appraisal. This measurement excludes the effects of non-recurring expenditures from the operating segments, equity-settled share-based payments and unrealised gains (losses) from financial assets.

(3) Information about segment profit or loss, assets and liabilities

A. The segment information provided to the Chief Operating Decision-Maker for the reportable segments is as follows:

Year ended December 31, 2023

	TONS LIGHTOLOGY INC.	TITAN LIGHTING CO.,LTD.	ZHONGSHAN TONS LIGHTING CO.,LTD.	StrongLED Lighting System (Cayman) Co., Ltd.	Total
Revenue from external customers	\$ 599,465	\$ 46,829	\$ 53,633	\$ 81,091	\$ 781,018
Inter-segment revenue	-	450,208	40,909	3,126	494,243
Segment revenue	<u>\$ 599,465</u>	<u>\$ 497,037</u>	<u>\$ 94,542</u>	<u>\$ 84,217</u>	<u>\$ 1,275,261</u>
Segment profit before tax	<u>\$ 80,521</u>	<u>\$ 6,379</u>	<u>(\$ 1,798)</u>	<u>(\$ 650)</u>	<u>\$ 84,452</u>
Segment income (loss) including:					
Depreciation and amortisation	\$ 10,501	\$ 37,631	\$ 8,748	\$ 7,877	\$ 64,757
Income tax expense	23,077	(4,232)	(74)	3,727	22,498
Investment loss adopting equity method	(30,986)	-	-	-	(30,986)

Year ended December 31, 2022

	TONS LIGHTOLOGY INC.	TITAN LIGHTING CO.,LTD.	ZHONGSHAN TONS LIGHTING CO.,LTD.	Total
Revenue from external customers	\$ 788,393	\$ 32,224	\$ 63,355	\$ 883,972
Inter-segment revenue	-	610,813	43,347	654,160
Segment revenue	<u>\$ 788,393</u>	<u>\$ 643,037</u>	<u>\$ 106,702</u>	<u>\$ 1,538,132</u>
Segment profit before tax	<u>\$ 59,221</u>	<u>\$ 45,494</u>	<u>\$ 1,412</u>	<u>\$ 106,127</u>
Segment income (loss) including:				
Depreciation and amortisation	\$ 9,380	\$ 40,065	\$ 9,692	\$ 59,137
Income tax expense	10,908	10,461	(383)	20,986
Investment loss adopting equity method	(9,886)	-	-	(9,886)

B. The Group's reportable operating segments are the result of the organization divided by operating business.

C. The Group's revenue is mainly from manufacturing and trading of lighting equipment and lamps.

D. The Group did not allocate income tax expense to reportable segments. The reportable amounts are in agreement with the amount stated in the report to the Chief Operating Decision-Maker.

E. The accounting policies of the operating segments are in agreement with the significant accounting policies summarized in Note 4. The Group's segment profit (loss) is measured with the operating profit (loss) before tax, which is used as a basis for the Group in assessing the performance of the operating segment.

(4) Reconciliation for segment income (loss)

A. A reconciliation of total revenue after adjustment to the total revenue from continuing operating during the period is provided as follows:

	Years ended December 31	
	2023	2022
Reportable operating segments revenue after adjustment	\$ 1,275,261	\$ 1,538,132
Other operating segments revenue after adjustment	30,915	29,829
Total operating segments revenue	1,306,176	1,567,961
Elimination of intersegment loss	(494,243)	(654,160)
Total consolidated operating revenue	<u>\$ 811,933</u>	<u>\$ 913,801</u>

B. A reconciliation of income or loss before tax after adjustment to the income before tax from continuing operating during the period is provided as follows :

	Years ended December 31	
	2023	2022
Reportable operating segments revenue after adjustment	\$ 71,694	\$ 106,127
Other operating segments loss after adjustment	(1,551)	(32,958)
Total operating segments revenue	70,143	73,169
Elimination of intersegment revenue	1,775	279
Total consolidated operating revenue	<u>\$ 71,918</u>	<u>\$ 73,448</u>

(5) Information on products and services

Revenues from external customers are mainly from manufacturing and sales of lighting equipment and lamps. Details of revenue are as follows:

	Years ended December 31,	
	2023	2022
Sales revenue	<u>\$ 811,933</u>	<u>\$ 913,801</u>

(6) Geographical information

Revenues were calculated based on the location of customers. Non-current assets, including property, plant and equipment, right-of-use assets and intangible assets, were

categorised based on the location of the assets.

The geographical information is as follows:

	Years ended December 31,			
	2023		2022	
	Revenue	Non-current assets	Revenue	Non-current assets
Europe	\$ 467,420	\$ -	\$ 597,022	\$ -
Asia	302,446	696,319	231,909	256,993
Oceania	40,894	-	81,626	-
Others	1,173	-	3,244	-
	<u>\$ 811,933</u>	<u>\$ 696,319</u>	<u>\$ 913,801</u>	<u>\$ 256,993</u>

(7) Major customer information

The major customer information is as follows:

	Years ended December 31,			
	2023		2022	
	Revenue	Non-current assets	Revenue	Non-current assets
A		TONS LIGHTOLOGY INC and TITAN LIGHTING CO., LTD		TONS LIGHTOLOGY INC and TITAN LIGHTING CO., LTD
	<u>\$ 136,501</u>		<u>\$ 162,361</u>	

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TONS LIGHTOLOGY INC. AND SUBSIDIARIES
Provision of endorsements and guarantees to others
Year ended December 31, 2023

Table 1

Expressed in thousands of NTD
(Except as otherwise indicated)

Number (Note 1)	Endorser/ guarantor	Party being endorsed/guaranteed Company name	Relationship with the endorser/ guarantor (Note 2)	Limit on endorsements/ guarantees provided for a single party (Note 3)	Maximum outstanding		Actual amount drawn down (Note 4)	Amount of endorsements/ guarantees secured with collateral	Ratio of accumulated endorsement/ guarantee amount to net asset value of the endorser/ guarantor company	Ceiling on total amount of endorsements/ guarantees provided (Note 3)	Provision of endorsements/ guarantees by parent company to subsidiary (Note 5)	Provision of endorsements/ guarantees by subsidiary to parent company (Note 5)	Provision of endorsements/ guarantees to the party in Mainland China (Note 5)	Footnote
					endorsement/ guarantee amount as of September 30, 2023 (Note 4)	endorsement/ guarantee amount at September 30, 2023 (Note 4)								
1	HONG BO INVESTMENT CO., LTD.	TONS LIGHTOLOGY INC.	(3)	46,073	15,800	15,800	15,800	-	24.01	46,073	N	Y	N	-

Note 1: The numbers filled in for the endorsements/guarantees provided by the Company or subsidiaries are as follows:

- (1) The Company is '0'.
- (2) The subsidiaries are numbered in order starting from '1'.

Note 2: Relationship between the endorser/guarantor and the party being endorsed/guaranteed is classified into the following seven categories; fill in the number of category each case belongs to:

- (1) Having business relationship.
- (2) The endorser/guarantor parent company owns directly and indirectly more than 50% voting shares of the endorsed/guaranteed subsidiary.
- (3) The endorsed/guaranteed company owns directly and indirectly more than 50% voting shares of the endorser/guarantor parent company.
- (4) The endorser/guarantor parent company owns directly and indirectly more than 90% voting shares of the endorsed/guaranteed company.
- (5) Mutual guarantee of the trade made by the endorsed/guaranteed company or joint contractor as required under the construction contract.
- (6) Due to joint venture, all shareholders provide endorsements/guarantees to the endorsed/guaranteed company in proportion to its ownership.
- (7) Joint guarantee of the performance guarantee for pre-sold home sales contract as required under the Consumer Protection Act.

Note 3: Ceiling on total amount of and limit on endorsements/guarantees provided by HONGBO INVESTMENT CO., LTD. to others or a single party both are 70% of its current net assets.

Note 4: It was the joint guarantor for the construction contract undertaken by TONS LIGHTOLOGY INC.

Note 5: Fill in 'Y' for those cases of provision of endorsements/guarantees by listed parent company to subsidiary and provision by subsidiary to listed parent company, and provision to the party in Mainland China.

TONS LIGHTOLOGY INC. AND SUBSIDIARIES

Holding of marketable securities at the end of the period (not including subsidiaries, associates and joint ventures)

December 31, 2023

Table 2

Expressed in thousands of NTD

(Except as otherwise indicated)

Securities held by	Marketable securities (Note 1)	Relationship with the securities issuer	General ledger account	As of December 31, 2023				Footnote
				Number of shares	Book value	Ownership (%)	Fair value	
TONS LIGHTOLOGY INC.	Share ownership / TITAN AURORA INC.	None	Financial assets at fair value through other comprehensive income - non-current	1,900	\$ 4,835	19.00	\$ 4,835	-
				Total	4,835	Total	4,835	

Note 1: Marketable securities in the table refer to stocks, bonds, beneficiary certificates and other related derivative securities.

TONS LIGHTOLOGY INC. AND SUBSIDIARIES

Purchases or sales of goods from or to related parties reaching NT\$100 million or 20% of paid-in capital or more
Year ended December 31, 2023

Table 4

Expressed in thousands of NTD
(Except as otherwise indicated)

Purchaser/seller	Counterparty	Relationship with the counterparty	Purchases (sales)	Transaction			Differences in transaction terms compared to third party transactions			Notes/accounts receivable (payable)		Footnote
				Amount	Percentage of total purchases (sales)	Credit term	Unit price	Credit term	Balance	Percentage of total notes/accounts receivable (payable)		
TONS LIGHTOLOGY INC.	TITAN LIGHTING CO., LTD.	Subsidiary of the Company	Purchases	\$ 442,604	94.00	90 days after monthly billing for purchases	Note 2	Note 1	(\$ 149,956)	(94.00)	Note 3	

Note 1: Transaction amount is based on the transfer pricing policy of Tons Lightology Inc. The credit term is 90 days after monthly billing for purchases and payment is made timely according to the capital needs of subsidiaries.

Note 2: There are no purchases (sales) of the same products, thus, no third party transaction can be compared with.

Note 3: The transactions were eliminated when preparing the consolidated financial statements.

TONS LIGHTOLOGY INC. AND SUBSIDIARIES

Receivables from related parties reaching NT\$100 million or 20% of paid-in capital or more

Year ended December 31, 2023

Table 5

Expressed in thousands of NTD
(Except as otherwise indicated)

Creditor	Counterparty	Relationship with the counterparty	Balance as at December 31, 2023 (Note 2)	Turnover rate	Overdue receivables		Amount collected subsequent to the balance sheet date (Note 1)	Allowance for doubtful accounts
					Amount	Action taken		
TITAN LIGHTING CO., LTD.	TONS LIGHTOLOGY INC.	Parent company	Accounts receivable \$149,956	2.23	\$ -	-	\$ 85,971	\$ -

Note 1: Subsequent collection is the amount of receivables collected from related parties as of February 27, 2023.

Note 2: The transactions were eliminated when preparing the consolidated financial statements.

TONS LIGHTOLOGY INC. AND SUBSIDIARIES
Significant inter-company transactions during the reporting period
Year ended December 31, 2023

Table 6

Expressed in thousands of NTD
(Except as otherwise indicated)

Number (Note 1)	Company name	Counterparty	Relationship (Note 2)	Transaction			Percentage of consolidated total operating revenues or total assets (Note 3)
				General ledger account	Amount (Note 4)	Transaction terms	
0	TONS LIGHTOLOGY INC.	TITAN LIGHTING CO., LTD.	(1)	(Purchases)	(\$ 442,604)	90 days after monthly billing for purchases	54.51
0	TONS LIGHTOLOGY INC.	TITAN LIGHTING CO., LTD.	(1)	(Accounts payable)	(149,956)	90 days after monthly billing for purchases	6.84
1	HONG BO INVESTMENT CO., LTD.	TONS LIGHTOLOGY INC.	(2)	(Current financial assets at fair value through profit or loss)	62,896)	-	2.87

Note 1: The numbers filled in for the transaction company in respect of inter-company transactions are as follows:

- (1) Parent company is '0'.
- (2) The subsidiaries are numbered in order starting from '1'.

Note 2: Relationship between transaction company and counterparty is classified into the following three categories:

- (1) Parent company to subsidiary.
- (2) Subsidiary to parent company.
- (3) Subsidiary to subsidiary.

Note 3: Regarding percentage of transaction amount to consolidated total operating revenues or total assets, it is computed based on period-end balance of transaction to consolidated total assets for balance sheet accounts and based on accumulated transaction amount for the period to consolidated total operating revenues for income statement accounts.

Note 4: Transaction amounts account for at least NTD 30 million.

TONS LIGHTOLOGY INC. AND SUBSIDIARIES

Information on investees

Year ended December 31, 2023

Table 7

Expressed in thousands of NTD

(Except as otherwise indicated)

Investor	Investee	Location	Main business activities	Initial investment amount		Shares held as at December 31, 2023			Net profit (loss) of the investee for the nine months ended December 31, 2023	Investment income (loss) recognised by the Company for the nine months ended December 31, 2023	Footnote
				Balance as at December 31, 2023	Balance as at December 31, 2022	Number of shares	Ownership (%)	Book value			
TONS LIGHTOLOGY INC.	WORLD EXTEND HOLDING INC.	Samoa	Reinvestment company	\$ 545,972	\$ 545,972	18,333,402	100.00	\$ 890,062	(\$ 9,302)	(\$ 9,068)	Subsidiary (Note 1, 4)
TONS LIGHTOLOGY INC.	HONG BO INVESTMENT CO., LTD.	Taiwan	Reinvestment company	85,000	135,000	6,000,000	100.00	65,818	3,760	3,760	Subsidiary (Note 4)
TONS LIGHTOLOGY INC.	ART SO TRADING LIMITED	Samoa	Wholesale of furniture	-	70,000	-	0.00	-	(2,441)	(22,099)	Note 3, 5
TONS LIGHTOLOGY INC.	ART SO INTERNATIONAL, INC	Taiwan	Wholesale of furniture	-	15,000	-	0.00	-	(17,047)	(8,887)	Note 3, 5
TONS LIGHTOLOGY INC.	TONS LIGHTOLOGY (CAYMAN) INC.	Cayman Islands	Reinvestment company	600,337	-	37,010,000	100.00	671,288	(19,644)	(3,069)	Subsidiary (Note 4)
StrongLED Lighting System (Cayman) Co., Ltd.	Mentality International Corporation	British Virgin Islands	Reinvestment company	455,381	455,381	15,133,000	100.00	545,905	(40,798)	-	Indirect subsidiary (Note 2, 4)
StrongLED Lighting System (Cayman) Co., Ltd.	StrongLED Smart Lighting(Cayman)Co.,Ltd.	Cayman Islands	Reinvestment company	109,810	109,810	2,790,300	100.00	(1,741)	25,635	-	Indirect subsidiary (Note 2, 4)
WORLD EXTEND HOLDING INC.	LUMINOUS HOLDING INCORPORATED	Samoa	Reinvestment company	100,590	100,590	3,250,000	100.00	75,280	(6,149)	-	Indirect subsidiary (Note 2, 4)
WORLD EXTEND HOLDING INC.	GREAT SUPER TECHNOLOGY LIMITED	British Virgin Islands	Reinvestment company	500,917	500,917	27,666	100.00	772,286	(3,829)	-	Indirect subsidiary (Note 2, 4)

Note 1: Including investment income (loss) used to offset against upstream transactions.

Note 2: The investees are the Company's second-tier subsidiaries and investee of such subsidiaries. Investment income (loss) is not disclosed.

Note 3: The investees are the Company's reinvestments accounted for using equity method.

Note 4: The transactions were eliminated when preparing the consolidated financial statements.

Note 5: Art So Trading Limited was liquidated on June 30, 2023, and its equity interests in Art So International, Inc. was sold and transferred based on the shareholding ratio. After the transfer, the Group's number of shares of Art So International, Inc. was increased from 1,500,000 shares to 2,199,628 shares.

TONS LIGHTOLOGY INC. AND SUBSIDIARIES

Information on investments in Mainland China

Year ended December 31, 2023

Table 8

Expressed in thousands of NTD

(Except as otherwise indicated)

Investee in Mainland China	Main business activities	Paid-in capital	Investment method	Amount remitted from Taiwan to Mainland China/ Amount remitted back to Taiwan for the nine months ended September 30, 2023			Accumulated amount of remittance from Taiwan to Mainland China as of December 31, 2023	Net income of investee as of December 31, 2023	Ownership held by the Company (direct or indirect)	Investment income (loss) recognised by the Company for the year ended December 31, 2023	Book value of investments in Mainland China as of December 31, 2023	Accumulated amount of investment income remitted back to Taiwan as of December 31, 2023	Footnote
				Accumulated amount of remittance from Taiwan to Mainland China as of January 1, 2023	Remitted to Mainland China	Remitted back to Taiwan							
TITAN LIGHTING CO., LTD.	Design of products, manufacturing of hardware parts, and production and trading of lamps and accessories	\$ 376,213	(2)	\$ 368,845	\$ -	\$ -	\$ 368,845	(\$ 2,147)	100.00	(\$ 2,147)	\$ 630,229	\$ 156,504	Note 1,2,3,4,5
ZHONGSHAN TONS LIGHTING CO., LTD.	Design of products, manufacturing of hardware parts, and production and trading of lamps and accessories	110,538	(2)	110,585	-	-	110,585	(1,724)	100.00	(1,724)	111,229	-	Note 1,2,4,5
SHANGHAI TONS LIGHTOLOGY CO., LTD.	Sales of various lighting products and accessories	98,256	(2)	42,842	-	-	42,842	(6,136)	100.00	(6,136)	73,902	-	Note 1,2,4,5,6
StrongLED Lighting Systems(Suzhou) Co. Ltd.	Research, development, production and sales of LED semiconductor application and other products	350,160	(2)	43,299	-	-	43,299	(53,635)	100.00	1,786	561,298	510	Note 1,2,4,5,7
Shanghai Daxiagu Photoelectricity Technology Co., Ltd.	Research, development, production and sales of LED semiconductor application and other products	31,593	(2)	901	-	-	901	(1,191)	100.00	(584)	14,375	-	Note 1,2,4,5,7
ART SO ZHONG TRADING LIMITED	Trade of furniture	13,817	(2)	6,206	-	-	6,206	-	0.00	-	-	-	Note 1,8
Shanghai Art So Zhong Trading Limited	Trade of furniture	24,664	(2)	15,455	-	-	15,455	-	0.00	-	-	-	Note 1,8
BEIJING ARTSO FURNITURE CO.,LTD	Trade of furniture	24,664	(2)	17,730	-	-	~25747,730	-	0.00	-	-	-	Note 1,8

Note 1: Investment methods are classified into the following three categories:

(1) Directly invest in a company in Mainland China.

(2) Through investing in an existing company in the third area, which then invested in the investee in Mainland China. (Titan Lighting Co., Ltd. and Zhongshan Tons Lighting Co., Ltd. reinvested through World Extend Holding Inc.; ShangHai Grand Canyon LED Lighting Systems Co., Ltd. and Grand Canyon Opto Tech (Su Zhou) Co., Ltd. reinvested through StrongLED Lighting System (Cayman) Co., Ltd.) ART SO ZHONG TRADING LIMITED, Shanghai Art So Zhong Trading Limited and BEIJING ARTSO FURNITURE CO., LTD reinvested through ART SO TRADING LIMITED)

(3) Others.

Note 2: Investment income (loss) recognised by the Company for the year ended December 31, 2023 is based on financial statements reviewed and attested by R.O.C. parent company's CPA.

Note 3: Accumulated amount of remittance from Taiwan to Mainland China as of January 1, 2023, including \$34,945 thousand for the share ownership in Hong Bo Investment Co., Ltd., an investee company that has conducted a short-form merger.

Note 4: Paid-in capital of Titan Lighting Co., Ltd., Zhongshan Tons Lighting Co., Ltd., SHANGHAI TONS LIGHTOLOGY CO., LTD., Grand Canyon Opto Tech (Su Zhou) Co., Ltd. and ShangHai Grand Canyon LED Lighting Systems Co., Ltd. of USD \$12,253 thousand, USD \$3,600 thousand, USD \$3,200 thousand, USD \$11,404 thousand and CYN \$7,278 thousand, respectively, was translated at the average buying and selling spot rate on December 31, 2023.

Note 5: Accumulated investment amount in Titan Lighting Co., Ltd., Zhongshan Tons Lighting Co., Ltd. and SHANGHAI TONS LIGHTOLOGY CO., LTD. of USD \$11,816 thousand, USD \$3,577 thousand and USD \$1,400 thousand, respectively, was translated at the exchange rate at the initial investment.

Note 6: SHANGHAI TONS LIGHTOLOGY CO., LTD. has USD 3,200 thousand paid-in capital, which was composed by reinvestment of the third party, WORLD EXTEND HOLDING INC, through LUMINOUS HOLDING INCORPORATED of USD 1,800 thousand, and the remittances from Taiwan through WORLD EXTEND HOLDING INC and LUMINOUS HOLDING INCORPORATED to reinvest USD 1,400 thousand.

Note 7: ShangHai Grand Canyon LED Lighting Systems Co., Ltd. and Grand Canyon Opto Tech (Su Zhou) Co., Ltd. reinvested through StrongLED Lighting System (Cayman) Co., Ltd. The investment was recorded as available-for-sale financial assets - non-current. Therefore, the Company did not recognise investment income (loss) and the investment at its book value individually for the investees in Mainland China.

Note 8: ART SO ZHONG TRADING LIMITED, Shanghai Art So Zhong Trading Limited and BEIJING ARTSO FURNITURE CO., LTD reinvested through ART SO TRADING LIMITED. Therefore, the Company did not recognise investment income (loss) and the investment at its book value individually for the investees in Mainland China. The abovementioned investee company was liquidated on June 30, 2023.

Company name	Investment amount approved by the Investment Commission of the Ministry of Economic Affairs (MOEA)	Investment Ceiling on investments in Mainland China imposed by the Investment Commission of MOEA	Investment Ceiling on investments in Mainland China imposed by the Investment Commission of MOEA
	(Note 1)	(Notes 2)	(Note 3)
TONS LIGHTOLOGY INC.	\$ 605,863	\$ 1,128,280	\$ 965,906

Note 1: Accumulated amount of remittance from Taiwan to Mainland China as of December 31, 2023 was USD \$18,067 thousand and NTD \$44,200 thousand, including USD \$1,059 thousand for the share ownership in Hong Bo Investment Co., Ltd., an investee company that has conducted a short-form merger, the cash amounts of USD which was calculated at the actual exchange rate at outward remittance.

Note 2: Approved amount was USD \$35,306 thousand and NTD \$44,200 thousand (including own funds of USD \$1,800 thousand of the investee, World Extend Holding Inc., located in the third area and has been translated at the average buying and selling spot rate on December 31, 2023).

Note 3: Ceiling on investments was calculated based on the limit (60% of net assets) specified in "Regulations Governing Security Investment and Technical Cooperation in the Mainland Area" imposed by the Ministry of Economic Affairs.

TONS LIGHTOLOGY INC. AND SUBSIDIARIES

Major shareholders information

December 31, 2023

Table 9

Name of major shareholders	Shares	
	Number of shares held	Ownership (%)
TANG,SHIH-CHUAN	3,535,633	6.09%
APOLLOSTARGROUPLT	2,906,976	5.01%
GLORYCITYWORLDWIDE	2,906,976	5.01%

Description: If a company applies to the Taiwan Depository & Clearing Corporation for the information of the table, the following can be explained in the notes of the table.

- (a) The major shareholders information was from the data that the Company issued common shares (including treasury shares) and preference shares in dematerialised form which were registered and held by the shareholders above 5% on the last operating date of each quarter and was calculated by Taiwan Depository & Clearing Corporation. The share capital which was recorded on the financial statements may be different from the actual number of shares in dematerialised form due to the difference of calculation basis.
- (b) If the aforementioned data contains shares which were kept at the trust by the shareholders, the data was disclosed as separate account of client which was set by the trustee. As for the shareholder who reports share equity as an insider whose shareholding ratio is greater than 10% in accordance with Securities and Exchange Act, the shareholding ratio including the self-owned shares and trusted shares, at the same time, persons who have power to decide how to allocate the trust assets. For the information of reported share equity of insiders, please refer to Market Observation Post System.

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of Tons Lightology Inc.

Opinion

We have audited the accompanying parent company only balance sheets of Tons Lightology Inc. (the "Company") as at December 31, 2023 and 2022, and the related parent company only statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the financial statements, including a summary of material accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of the Company as at December 31, 2023 and 2022, and its parent company only financial performance and its parent company only cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the parent company only financial statements* section of our report. We are independent of TONS LIGHTOLOGY INC. in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the parent company only financial statements of the current period. These matters were addressed in the context of our audit of the parent company only financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for the Company's parent company only financial statements of the current period are stated as follows:

Timing of recognising sales revenue

Description

Please refer to Note 4(26) for a description of accounting policy on sales revenue. Please refer to Note 6(15) for details of sales revenue.

The Company is primarily engaged in manufacturing and trading lighting equipment and lamps and the transaction mode is the Company receives orders and transfers the orders to the subsidiaries for manufacturing and delivery. Since sales revenue includes different transaction terms and the timing of transfer of the control of goods involves manual judgement, we thus identified the timing of sales revenue recognition as one of the key areas of focus for this year's audit.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

- A. Obtained an understanding and evaluated the operating procedures and internal controls over sales revenue, and assessed the effectiveness on how the management controls the timing of recognizing sales revenue.

- B. Performed sales cut-off test for a certain period before and after balance sheet date to assess the accuracy of the timing of sales revenues.

Inventory valuation

Description

The Company is primarily engaged in manufacturing and trading lighting equipment and lamps. Based on the inventory valuation policy of the Company, the target inventory that has exceeded a specific period of inventory age and individually identified inventory that has lost value, is measured at the lower of cost and net realizable value, which involves subjective judgement resulting in a high degree of estimation uncertainty. As these matters also apply to Tons Lightology Inc. and its subsidiaries (presented as investments accounted for using the equity method), we thus identified inventory valuation of the subsidiary (presented as investments accounted for using the equity method) as one of the key areas of focus for this year's audit.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

- A. Obtained an understanding of the Company's inventory policy and assessed the reasonableness of the policy.
- B. Reviewed annual inventory counting plan and observed the annual inventory counting event in order to assess the classification of obsolete inventory and effectiveness of inventory internal control.
- C. Obtained the Company inventory aging report and verified dates of movements with supporting documents. Ensured the proper categorisation of inventory aging report in accordance with the Company's policy.

D. Obtained the net realizable value statement of each inventory, assessed whether the estimation policy was consistently applied, tested the estimation basis of the net realizable value with relevant information, including verifying the sales and purchase prices with supporting evidence, and recalculated and evaluated the reasonableness of the inventory valuation.

Business Combination-Acquisition of StrongLED Lighting System (Cayman) Co., Ltd.

Description

In October 2023, the Company acquired 100% of equity of StrongLED Lighting System (Cayman) Co., Ltd. through a share swap. The share swap ratio was one share of the Company for 1.72 shares of StrongLED Lighting System (Cayman) Co., Ltd., and resulted in a gain recognized in bargain purchase transaction of NT\$85,875 thousand due to M&A transaction during the year.

The Company used the acquisition method as accounting treatment for the business combination, refer to Note 4(28) for the details. The purchase price allocation report prepared by the external appraiser appointed by management was used to measure and allocate the purchase price to identifiable assets and assumed liabilities which arose from the combination (refer to Note 6(29) in the consolidated financial statements for details).

As the purchase price allocation involved management's estimation and the business combination was significant to the financial statements, we consider the business combination a key audit matter.

How our audit addressed the matter

We performed the following audit procedures in relation to the above key audit matter:

- A. Inquired with management the details of the business combination, including acquisition motive, purchase price and valuation basis for fair values of assets acquired and liabilities assumed, accounting policies applied and the related internal control process, and reviewed the minutes of Board of Directors' meeting and related contracts.
- B. We assessed the competence and independence of the external appraiser engaged by the management, and reviewed the assessment on the reasonableness of share swap ratio provided by the independent expert and the agreements of share transfer, consideration to verify the purchase price.
- C. Obtained an understanding of the basis and procedure of purchase price allocation which was estimated by management. We reviewed the original data and the reasonableness of major assumptions and fair value as indicated in the purchase price allocation reports prepared by the appraisers appointed by the Company.
- D. Obtained accounting entries (shown as 'Investments accounted for using equity method') of the price allocation result based on the price allocation report and ensured accuracy of recorded amount.

Responsibilities of management and those charged with governance for parent company only financial statements

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with the “Regulations Governing the Preparation of Financial Reports by Securities Issuers” and for such internal control as management determines is necessary to enable the preparation of parent company only financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the parent company only financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the audit committee, are responsible for overseeing the Company’s financial reporting process.

Auditors’ responsibilities for the audit of the parent company only financial statements

Our objectives are to obtain reasonable assurance about whether the parent company only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors’ report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these parent company only financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the parent company only financial

statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of TONS LIGHTOLOGY INC.'s internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on TONS LIGHTOLOGY INC.'s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within TONS LIGHTOLOGY INC. to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Hung, Shu-Hua

Wang, Yu-Chuan

For and on behalf of PricewaterhouseCoopers, Taiwan

February 27, 2024

The accompanying parent company only financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying parent company only financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

TONS LIGHTOLOGY INC.
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

Assets	Notes	December 31, 2023		December 31, 2022		
		AMOUNT	%	AMOUNT	%	
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 99,259	5	\$ 232,849	16
1136	Current financial assets at amortised cost	6(3) and 8	316	-	316	-
1150	Notes receivable, net	6(4)	515	-	2,122	-
1170	Accounts receivable, net	6(4)	91,417	5	97,012	7
1180	Accounts receivable - related parties	6(4) and 7	-	-	396	-
1200	Other receivables		139	-	243	-
1220	Current tax assets		235	-	-	-
130X	Inventories	6(5)	8,041	1	11,717	1
1410	Prepayments		1,146	-	344	-
1470	Other current assets		142	-	110	-
11XX	Current Assets		<u>201,210</u>	<u>11</u>	<u>345,109</u>	<u>24</u>
Non-current assets						
1517	Non-current financial assets at fair value through other comprehensive income	6(6)	4,835	-	34,600	2
1550	Investments accounted for using equity method	6(7)	1,627,168	87	1,076,363	74
1600	Property, plant and equipment	6(8)	1,724	-	731	-
1755	Right-of-use assets	6(9)	14,998	1	843	-
1780	Intangible assets		4,915	-	1,375	-
1840	Deferred income tax assets	6(23)	8,505	1	4,142	-
1990	Other non-current assets, others	8	2,304	-	2,500	-
15XX	Non-current assets		<u>1,664,449</u>	<u>89</u>	<u>1,120,554</u>	<u>76</u>
1XXX	Total assets		<u>\$ 1,865,659</u>	<u>100</u>	<u>\$ 1,465,663</u>	<u>100</u>

(Continued)

TONS LIGHTOLOGY INC.
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity	Notes	December 31, 2023		December 31, 2022		
		AMOUNT	%	AMOUNT	%	
Current liabilities						
2130	Current contract liabilities	6(16)	\$ 12,426	1	\$ 25,678	2
2150	Notes payable		101	-	31	-
2170	Accounts payable		832	-	2,936	-
2180	Accounts payable - related parties	7	158,287	9	252,188	17
2200	Other payables		26,223	1	20,768	2
2220	Other payables - related parties	7	2,403	-	1,356	-
2230	Current income tax liabilities	6(23)	-	-	12,638	1
2280	Current lease liabilities		7,235	-	851	-
2300	Other current liabilities		1,029	-	931	-
21XX	Current Liabilities		<u>208,536</u>	<u>11</u>	<u>317,377</u>	<u>22</u>
Non-current liabilities						
2550	Provisions for liabilities - non-current		374	-	202	-
2570	Deferred income tax liabilities	6(23)	29,224	2	3,830	-
2580	Non-current lease liabilities		7,876	-	-	-
2600	Other non-current liabilities	6(10)	9,806	1	10,017	1
25XX	Non-current liabilities		<u>47,280</u>	<u>3</u>	<u>14,049</u>	<u>1</u>
2XXX	Total Liabilities		<u>255,816</u>	<u>14</u>	<u>331,426</u>	<u>23</u>
Equity						
Share capital						
3110	Share capital - common stock	6(12)	579,966	31	394,223	27
Capital surplus						
3200	Capital surplus	6(13)	838,243	45	505,884	34
Retained earnings						
3310	Legal reserve	6(14)	122,428	7	118,301	8
3320	Special reserve		78,922	4	88,050	6
3350	Unappropriated retained earnings		95,585	5	121,073	8
Other equity interest						
3400	Other equity interest	6(15)	(90,929)	(5)	(78,922)	(5)
3500	Treasury shares	6(12)	(14,372)	(1)	(14,372)	(1)
3XXX	Total equity		<u>1,609,843</u>	<u>86</u>	<u>1,134,237</u>	<u>77</u>
3X2X	Total liabilities and equity		<u>\$ 1,865,659</u>	<u>100</u>	<u>\$ 1,465,663</u>	<u>100</u>

The accompanying notes are an integral part of these parent company only financial statements.

TONS LIGHTOLOGY INC.
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars, except earnings per share amounts)

				Year ended December 31				
				2023		2022		
Items	Notes	AMOUNT	%	AMOUNT	%			
4000	Sales revenue	6(16) and 7	\$	599,465	100	\$	788,393	100
5000	Operating costs	6(5) and 7	(	483,642	(81)	(	646,522	(82)
5900	Net operating margin			115,823	19		141,871	18
	Operating expenses	6(21)(22)						
6100	Selling expenses		(	37,266	(6)	(	28,792	(4)
6200	General and administrative expenses		(	53,768	(9)	(	40,889	(5)
6300	Research and development expenses		(	4,272	(1)	(	4,738	-
6000	Total operating expenses		(	95,306	(16)	(	74,419	(9)
6900	Operating profit			20,517	3		67,452	9
	Non-operating income and expenses							
7100	Interest income	6(17)		3,696	1		3,080	-
7010	Other income	6(18)		86,408	14		352	-
7020	Other gains and losses	6(19)		1,229	-	(	1,694	-
7050	Finance costs	6(20)	(	342	-	(	84	-
7070	Share of loss of associates and joint ventures accounted for using equity method, net	6(7)	(	39,363	(6)	(	5,804	(1)
7000	Total non-operating income and expenses			51,628	9	(	4,150	(1)
7900	Profit before income tax			72,145	12		63,302	8
7950	Income tax expense	6(23)	(	23,077	(4)	(	10,908	(1)
8200	Profit for the year		\$	49,068	8	\$	52,394	7
	Other comprehensive income							
	Components of other comprehensive income that will not be reclassified to profit or loss							
8311	Other comprehensive income (loss), before tax, actuarial losses on defined benefit plans	6(10)	\$	300	-	(	1,504	-
8316	Unrealized losses from investments in equity instruments measured at fair value through other comprehensive income	6(15)	(	2,189	-	(	11,571	(2)
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(23)		385	-		320	-
8310	Components of other comprehensive loss that will not be reclassified to profit or loss		(	1,504	-	(	12,755	(2)
	Components of other comprehensive income that will be reclassified to profit or loss							
8361	Other comprehensive income(loss), before tax, exchange differences on translation	6(15)	(	26,887	(5)		20,680	3
8360	Components of other comprehensive (loss) income that will be reclassified to profit or loss		(	26,887	(5)		20,680	3
8300	Other comprehensive (loss) income for the year		(	28,391	(5)	\$	7,925	1
8500	Total comprehensive income for the year		\$	20,677	3	\$	60,319	8
	Basic earnings per share	6(24)						
9750	Total basic earnings per share		\$	1.16		\$	1.35	
9850	Total diluted earnings per share		\$	1.15		\$	1.33	

The accompanying notes are an integral part of these parent company only financial statements.

TONS LIGHTOLOGY INC.
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

	Notes	Share capital		Capital surplus			Retained earnings			Other equity interest			Total equity
		Common stock	Advance receipts for share capital	Additional paid-in capital	Treasury share transactions	Employee stock warrants	Legal reserve	Special reserve	Unappropriated retained earnings	Financial statements translation differences of foreign operations	Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income	Treasury shares	
Year 2022													
Balance at January 1, 2022		\$ 402,031	\$ 1,103	\$ 514,590	\$ 1,287	\$ 2,241	\$ 108,709	\$ 72,115	\$ 186,967	(\$ 81,805)	(\$ 6,245)	(\$ 48,364)	\$ 1,152,629
Profit for the year		-	-	-	-	-	-	-	52,394	-	-	-	52,394
Other comprehensive income (loss) for the year	6(15)	-	-	-	-	-	-	(1,203)	20,680	(11,552)	-	-	7,925
Total comprehensive income (loss)		-	-	-	-	-	-	-	51,191	20,680	(11,552)	-	60,319
Appropriation and distribution of 2021 retained earnings													
Legal reserve	6(14)	-	-	-	-	-	9,592	(9,592)	-	-	-	-	-
Special reserve		-	-	-	-	-	-	15,935	(15,935)	-	-	-	-
Cash dividends		-	-	-	-	-	-	(81,631)	-	-	-	(81,631)	-
Share-based payment transactions-employee stock options	6(11)	2,192	(1,103)	2,256	(425)	-	-	-	-	-	-	-	2,920
Treasury shares transferred to employees	6(12)	(10,000)	-	(12,778)	(1,287)	-	-	(9,927)	-	-	-	33,992	-
Balance at December 31, 2022		\$ 394,223	\$ -	\$ 504,068	\$ -	\$ 1,816	\$ 118,301	\$ 88,050	\$ 121,073	(\$ 61,125)	(\$ 17,797)	(\$ 14,372)	\$ 1,134,237
Year 2023													
Balance at January 1, 2023		\$ 394,223	\$ -	\$ 504,068	\$ -	\$ 1,816	\$ 118,301	\$ 88,050	\$ 121,073	(\$ 61,125)	(\$ 17,797)	(\$ 14,372)	\$ 1,134,237
Profit for the year		-	-	-	-	-	-	-	49,068	-	-	-	49,068
Other comprehensive income (loss) for the year	6(15)	-	-	-	-	-	-	240	(26,887)	(1,744)	-	(28,391)	-
Total comprehensive income (loss)		-	-	-	-	-	-	49,308	(26,887)	(1,744)	-	-	20,677
Appropriation and distribution of 2022 retained earnings													
Legal reserve	6(14)	-	-	-	-	-	4,127	(4,127)	-	-	-	-	-
Special reserve		-	-	-	-	-	-	(9,128)	9,128	-	-	-	-
Cash dividends		-	-	-	-	-	-	(63,173)	-	-	-	(63,173)	-
Shares issued pursuant to acquisitions	6(12)	183,895	-	329,173	-	-	-	-	-	-	-	-	513,068
Share-based payment transactions-employee stock options	6(11)	1,848	-	3,731	(545)	-	-	-	-	-	-	-	5,034
Disposal of investments in equity instruments designated at fair value through other comprehensive income	6(15)	-	-	-	-	-	-	(16,624)	-	16,624	-	-	-
Balance at December 31, 2023		\$ 579,966	\$ -	\$ 836,972	\$ -	\$ 1,271	\$ 122,428	\$ 78,922	\$ 95,585	(\$ 88,012)	(\$ 2,917)	(\$ 14,372)	\$ 1,609,843

The accompanying notes are an integral part of these parent company only financial statements.

TONS LIGHTOLOGY INC.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31	
		2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		\$ 72,145	\$ 63,302
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation	6(8)(21)	630	478
Depreciation-right of use asset	6(9)(21)	7,625	6,432
Amortisation	6(21)	2,246	2,470
Expected credit loss (gain)	12(2)	3,708	353
Net loss on financial assets or liabilities at fair value through profit or loss	6(19)	3,446	-
Interest expense-lease liability	6(20)	342	84
Interest income	6(17)	(3,696)	(3,080)
Wages and salaries- employee stock options	6(11)	1,085	424
Share of loss of subsidiary, associates and joint ventures	6(7)	39,363	5,804
Unrealised foreign exchange loss		(1,810)	1,044
Gain recognized in bargain purchase transaction	6(18)	(85,857)	-
Reversal of provision for warranty expense		172	(2)
Changes in operating assets and liabilities			
Changes in operating assets			
Notes receivable, net		1,607	86
Account receivable, net		1,890	41,840
Account receivable due from related party		396	(284)
Other receivables		(43)	1
Inventories		3,680	(3,131)
Prepayments		(801)	56
Other current assets		(32)	17
Changes in operating liabilities			
Notes payable		71	3
Accounts payable		(2,104)	877
Accounts payable to related parties		(93,909)	20,280
Other payables		2,290	(9,600)
Other payables to related parties		1,046	(111)
Contract liabilities		(13,267)	2,314
Other current liabilities		97	(1,249)
Other non-current liabilities		90	(13)
Cash (outflow) inflow generated from operations		(59,590)	128,395
Interest received		3,843	2,926
Dividend received		17,624	34,466
Interest paid		(342)	(84)
Income tax paid		(14,534)	(22,212)
Net cash flows (used in) from operating activities		(52,999)	143,491

(Continued)

TONS LIGHTOLOGY INC.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31	
		2023	2022
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Acquisition of financial liabilities designated at fair value through profit or loss		(\$ 63,139)	\$ -
Acquisition of investments accounted for using the equity		(1,487)	-
Proceeds from disposal of investments accounted for using equity method		2,731	-
Proceeds from capital reduction of investments accounted for using equity method		50,000	-
Acquisition of property, plant and equipment	6(8)(25)	(1,531)	(202)
Acquisition of intangible deposits		(2,720)	(390)
(Increase) decrease in refundable deposits		199	(270)
Acquisition of use-of-right assets		(26)	-
Net cash flows used in investing activities		(15,973)	(862)
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Repayment of principal portion of lease liability	6(9)(26)	(7,494)	(6,563)
Cash dividend paid	6(14)(26)	(63,173)	(81,631)
Exercise of employee stock options		3,949	2,497
Net cash flows used in financing activities		(66,718)	(85,697)
Effect of exchange rate changes on cash equivalents		2,100	(593)
Net (decrease) increase in cash and cash equivalents		(133,590)	56,339
Cash and cash equivalents at beginning of year		232,849	176,510
Cash and cash equivalents at end of year		\$ 99,259	\$ 232,849

The accompanying notes are an integral part of these parent company only financial statements.

TONS LIGHTOLOGY INC.
NOTES TO THE PARENT COMPANY ONLY FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

(Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

1. ORGANISATION AND OPERATIONS

Tons Lightology Inc. (the “Company”) was incorporated as a company limited by shares under the provisions of the Company Law of the Republic of China (R.O.C) on August 20, 1992. On June 17, 2013, the Company’s stocks were officially listed on the Taipei Exchange. The Company is primarily engaged in manufacturing and trading of lighting equipment and lamps.

2. THE DATE OF AUTHORISATION FOR ISSUANCE OF THE PARENT COMPANY ONLY FINANCIAL STATEMENTS AND PROCEDURES FOR AUTHORISATION

These parent company only financial statements were approved and authorised for issuance by the Board of Directors on February 27, 2024.

3. APPLICATION OF NEW STANDARDS, AMENDMENTS AND INTERPRETATIONS

(1) Effect of the adoption of new issuances of or amendments to International Financial Reporting Standards (“ IFRS ”) that came into effect as endorsed by the Financial Supervisory Commission(“ FSC ”)

New standards, interpretations and amendments that came into effect as endorsed by FSC and became effective from 2023 are as follows:

New Standards, Interpretations and Amendments	Effective date by International Accounting Standards Board
Amendments to IAS 1, ‘Disclosure of accounting policies’	January 1, 2023
Amendments to IAS 8, ‘Definition of accounting estimates’	January 1, 2023
Amendments to IAS 12, ‘Deferred tax related to assets and liabilities arising from a single transaction’	January 1, 2023

The above standards and interpretations have no significant impact to the Company’s financial condition and financial performance based on the Company’s assessment.

(2) Effect of new issuances of or amendments to IFRSs that came into effect as endorsed by the FSC but not yet adopted by the Company

None.

(3) IFRSs issued by IASB but not yet endorsed by the FSC

New standards, interpretations and amendments issued by IASB but not yet included in the IFRSs as endorsed by the FSC are as follows:

New Standards, Interpretations and Amendments	Effective date by International Accounting Standards Board
Amendments to IFRS 10 and IAS 28, 'Sale or contribution of assets between an investor and its associate or joint venture'	To be determined by International Accounting Standards Board
Amendments to IFRS 16, 'Lease liability in a sale and leaseback'	January 1, 2024
IFRS 17, 'Insurance contracts'	January 1, 2023
Amendments to IFRS 17, 'Insurance contracts'	January 1, 2023
Amendment to IFRS 17, 'Initial application of IFRS 17 and IFRS 9 – comparative information'	January 1, 2023
Amendments to IAS 1, 'Classification of liabilities as current or non-current'	January 1, 2024
Amendments to IAS 1, 'Non-current liabilities with covenants'	January 1, 2024

The above standards and interpretations have no significant impact to the Company's financial condition and financial performance based on the Company's assessment.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these parent company only financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

(1) Compliance statement

The parent company only financial statements of the Company have been prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

(2) Basis of preparation

A. Except for the following items, the parent company only financial statements have been prepared under the historical cost convention:

- (a) Financial assets and financial liabilities (including derivative instruments) at fair value through profit or loss.
- (b) Financial assets at fair value through other comprehensive income.
- (c) Defined benefit liabilities recognised based on the net amount of pension fund assets less present value of defined benefit obligation.

B. The preparation of financial statements in conformity with International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the FSC (collectively referred herein as the "IFRSs") requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the parent company only financial statements are disclosed in Note 5.

(3) Foreign currency translation

Items included in the parent company only financial statements are measured using the currency of the primary economic environment in which the Company operates (the “functional currency”). The parent company only financial statements are presented in New Taiwan dollars (NTD), which is the Company’s functional currency.

A. Foreign currency transactions and balances

- (a) Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions are recognised in profit or loss in the period in which they arise.
- (b) Monetary assets and liabilities denominated in foreign currencies at the period end are re-translated at the exchange rates prevailing at the balance sheet date. Exchange differences arising upon re-translation at the balance sheet date are recognised in profit or loss.
- (c) Non-monetary assets and liabilities denominated in foreign currencies held at fair value through profit or loss are re-translated at the exchange rates prevailing at the balance sheet date; their translation differences are recognised in profit or loss. Non-monetary assets and liabilities denominated in foreign currencies held at fair value through other comprehensive income are re-translated at the exchange rates prevailing at the balance sheet date; their translation differences are recognised in other comprehensive income. However, non-monetary assets and liabilities denominated in foreign currencies that are not measured at fair value are translated using the historical exchange rates at the dates of the initial transactions.
- (d) All foreign exchange gains and losses are presented in the statement of comprehensive income within ‘other gains and losses’.

B. Translation of foreign operations

The operating results and financial position of all the company entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (a) Assets and liabilities for each balance sheet presented are translated at the closing exchange rate at the date of that balance sheet;
- (b) Income and expenses for each statement of comprehensive income are translated at average exchange rates of that period; and
- (c) All resulting exchange differences are recognised in other comprehensive income.

(4) Classification of current and non-current items

A. Assets that meet one of the following criteria are classified as current assets; otherwise they are classified as non-current assets:

- (a) Assets arising from operating activities that are expected to be realized, or are intended to be

- sold or consumed within the normal operating cycle;
- (b) Assets held mainly for trading purposes;
 - (c) Assets that are expected to be realized within twelve months from the balance sheet date;
 - (d) Cash and cash equivalents, excluding restricted cash and cash equivalents and those that are to be exchanged or used to pay off liabilities more than twelve months after the balance sheet date.
- B. Liabilities that meet one of the following criteria are classified as current liabilities; otherwise they are classified as non-current liabilities:
- (a) Liabilities that are expected to be paid off within the normal operating cycle;
 - (b) Liabilities arising mainly from trading activities;
 - (c) Liabilities that are to be paid off within twelve months from the balance sheet date;
 - (d) Liabilities for which the repayment date cannot be extended unconditionally to more than twelve months after the balance sheet date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

(5) Cash equivalents

Cash equivalents refer to short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Time deposits that meet the definition above and are held for the purpose of meeting short-term cash commitments in operations are classified as cash equivalents.

(6) Financial assets at fair value through other comprehensive income

- A. Financial assets at fair value through other comprehensive income comprise equity securities which are not held for trading, and for which the Company has made an irrevocable election at initial recognition to recognise changes in fair value in other comprehensive income.
- B. On a regular way purchase or sale basis, financial assets at fair value through other comprehensive income are recognised and derecognised using trade date accounting.
- C. At initial recognition, the Company measures the financial assets at fair value plus transaction costs. The Company subsequently measures the financial assets at fair value:
The changes in fair value of equity investments that were recognised in other comprehensive income are reclassified to retained earnings and are not reclassified to profit or loss following the derecognition of the investment. Dividends are recognised as revenue when the right to receive payment is established, future economic benefits associated with the dividend will flow to the Company and the amount of the dividend can be measured reliably.

(7) Financial assets at amortized cost

The Company's time deposits which do not meet the definition of cash equivalents are those with a short maturity period and are measured at initial investment amount as the effect of discounting is immaterial.

(8) Accounts and notes receivable

- A. Accounts and notes receivable entitle the Company a legal right to receive consideration in exchange for transferred goods or rendered services.
- B. The short-term accounts and notes receivable without bearing interest are subsequently measured at initial invoice amount as the effect of discounting is immaterial.

(9) Impairment of financial assets

At each reporting date, for accounts receivable, the Company recognises the impairment provision for 12 months expected credit losses if there has not been a significant increase in credit risk since initial recognition or recognises the impairment provision for the lifetime expected credit losses (ECLs) if such credit risk has increased since initial recognition after taking into consideration all reasonable and verifiable information that includes forecasts. On the other hand, for accounts receivable that do not contain a significant financing component, the Company recognises the impairment provision for lifetime ECLs.

(10) Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to receive the cash flows from the financial asset expire.

(11) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted-average method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads. It excludes borrowing costs. The item by item approach is used in applying the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

(12) Investments accounted for using equity method – subsidiaries

- A. Associates are all entities over which the Company has significant influence but not control. In general, it is presumed that the investor has significant influence, if an investor holds, directly or indirectly 20 percent or more of the voting power of the investee. Investments in associates are accounted for using the equity method and are initially recognised at cost.
- B. The Company's share of its subsidiaries' post-acquisition profits or losses is recognised in profit or loss, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income. When the Company's share of losses in a subsidiary equals or exceeds its interest in the subsidiary together with any other unsecured receivables, the Company does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the subsidiary.

- C. When changes in an associate's equity do not arise from profit or loss or other comprehensive income of the associate and such changes do not affect the Company's ownership percentage of the associate, the Company recognises the Company's share of change in equity of the associate in 'capital surplus' in proportion to its ownership.
- D. Unrealized gains on transactions between the Company and its associates are eliminated to the extent of the Company's interest in the associates. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been adjusted where necessary to ensure consistency with the policies adopted by the Company.
- E. In the case that an associate issues new shares and the Company does not subscribe or acquire new shares proportionately, which results in a change in the Company's ownership percentage of the associate but maintains significant influence on the associate, then 'capital surplus' and 'investments accounted for under the equity method' shall be adjusted for the increase or decrease of its share of equity interest. If the above condition causes a decrease in the Company's ownership percentage of the associate, in addition to the above adjustment, the amounts previously recognised in other comprehensive income in relation to the associate are reclassified to profit or loss proportionately on the same basis as would be required if the relevant assets or liabilities were disposed of.
- F. When the Company disposes its investment in an associate and loses significant influence over this associate, the amounts previously recognised in other comprehensive income in relation to the associate, are reclassified to profit or loss, on the same basis as would be required if the relevant assets or liabilities were disposed of. If it retains significant influence over this associate, the amounts previously recognised in other comprehensive income in relation to the associate are reclassified to profit or loss proportionately in accordance with the aforementioned approach.

(13) Property, plant and equipment

- A. Property, plant and equipment are initially recorded at cost. Borrowing costs incurred during the construction period are capitalised.
- B. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.
- C. Land is not depreciated. Other property, plant and equipment apply cost model and are depreciated using the straight-line method to allocate their cost over their estimated useful lives. Each part of an item of property, plant, and equipment with a cost that is significant in relation

to the total cost of the item must be depreciated separately.

- D. The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each financial year-end. If expectations for the assets' residual values and useful lives differ from previous estimates or the patterns of consumption of the assets' future economic benefits embodied in the assets have changed significantly, any change is accounted for as a change in estimate under IAS 8, 'Accounting Policies, Changes in Accounting Estimates and Errors', from the date of the change. The estimated useful lives of property, plant and equipment are as follows:

Machinery and equipment	3 years
Transportation equipment	5 years
Office equipment	3 ~ 5 years
Leasehold improvements	3 years
Other assets	3 ~ 5 years

(14) Leased assets — lease (lessee)

- A. Leases are recognised as a right-of-use asset and a corresponding lease liability at the date at which the leased asset is available for use by the Company. For short-term leases or leases of low-value assets, lease payments are recognised as an expense on a straight-line basis over the lease term.

- B. Lease liabilities include the net present value of the remaining lease payments at the commencement date, discounted using the incremental borrowing interest rate. Lease payments are comprised of fixed payments, less any lease incentives receivable.

The Company subsequently measures the lease liability at amortized cost using the interest method and recognises interest expense over the lease term. The lease liability is remeasured and the amount of remeasurement is recognised as an adjustment to the right-of-use asset when there are changes in the lease term or lease payments and such changes do not arise from contract modifications.

- C. At the commencement date, the right-of-use asset is stated at cost comprising the following:

- (a) The amount of the initial measurement of lease liability;
- (b) Any lease payments made at or before the commencement date;
- (c) Any initial direct costs incurred by the lessee.

The right-of-use asset is measured subsequently using the cost model and is depreciated from the commencement date to the earlier of the end of the asset's useful life or the end of the lease term. When the lease liability is remeasured, the amount of remeasurement is recognised as an adjustment to the right-of-use asset.

(15) Intangible assets

- A. Computer software is stated at cost and amortized on a straight-line basis over its estimated useful life of 1 to 3 years.

B. Other intangible assets are stated at cost and amortized on a straight-line basis over the estimated useful life of 3 years.

(16) Impairment of non-financial assets

The Company assesses at each balance sheet date the recoverable amounts of those assets where there is an indication that they are impaired. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell or value in use. When the circumstances or reasons for recognizing impairment loss for an asset in prior years no longer exist or diminish, the impairment loss is reversed. The increased carrying amount due to reversal should not be more than what the depreciated or amortized historical cost would have been if the impairment had not been recognised.

(17) Notes and accounts payable

A. Accounts payable are liabilities for purchases of raw materials, goods or services and notes payable are those resulting from operating and non-operating activities.

B. The short-term notes and accounts payable without bearing interest are subsequently measured at initial invoice amount as the effect of discounting is immaterial.

(18) Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability specified in the contract is discharged or cancelled or expires.

(19) Offsetting financial instruments

Financial assets and liabilities are offset and reported in the net amount in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

(20) Provisions

Provisions (including warranties) are recognised when the Company has a present legal or constructive obligation as a result of past events, and it is probable that an outflow of economic resources will be required to settle the obligation and the amount of the obligation can be reliably estimated. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation on the balance sheet date, which is discounted using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to passage of time is recognised as interest expense. Provisions are not recognised for future operating losses.

(21) Employee benefits

A. Short-term employee benefits

Short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in respect of service rendered by employees in a period and should be

recognised as expenses in that period when the employees render service.

B. Pensions

(a) Defined contribution plans

For defined contribution plans, the contributions are recognised as pension expenses when they are due on an accrual basis. Prepaid contributions are recognised as an asset to the extent of a cash refund or a reduction in the future payments.

(b) Defined benefit plans

- i. Net obligation under a defined benefit plan is defined as the present value of an amount of pension benefits that employees will receive on retirement for their services with the Company in current period or prior periods. The liability recognised in the balance sheet in respect of defined benefit pension plans is the present value of the defined benefit obligation at the balance sheet date less the fair value of plan assets. The defined benefit net obligation is calculated annually by independent actuaries using the projected unit credit method. The rate used to discount is determined by using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension liability; when there is no deep market in high-quality corporate bonds, the Company uses interest rates of government bonds (at the balance sheet date) instead.
- ii. Remeasurement arising on defined benefit plans are recognised in other comprehensive income in the period in which they arise and are recorded as retained earnings.
- iii. Past service costs are recognised immediately in profit or loss.

C. Termination benefits

Termination benefits are employee benefits provided in exchange for the termination of employment as a result from either the Company's decision to terminate an employee's employment before the normal retirement date, or an employee's decision to accept an offer of redundancy benefits in exchange for the termination of employment. The Company recognises expense as it can no longer withdraw an offer of termination benefits or it recognises relating restructuring costs, whichever is earlier. Benefits that are expected to be due more than 12 months after balance sheet date shall be discounted to their present value.

D. Employees', directors' and supervisors' remuneration

Employees' remuneration and directors' and supervisors' remuneration are recognised as expenses and liabilities, provided that such recognition is required under legal obligation or constructive obligation and those amounts can be reliably estimated. Any difference between the resolved amounts and the subsequently actual distributed amounts is accounted for as changes in estimates. If employee compensation is distributed by shares, the Company calculates the number of shares based on the fair value per share estimated using a valuation technique specified in IFRS 2, 'Share-based Payment'.

(22) Employee share-based payment

For the equity-settled share-based payment arrangements, the employee services received are measured at the fair value of the equity instruments granted at the grant date, and are recognised as compensation cost over the vesting period, with a corresponding adjustment to equity. The fair value of the equity instruments granted shall reflect the impact of market vesting conditions and non-market vesting conditions. Compensation cost is subject to adjustment based on the service conditions that are expected to be satisfied and the estimates of the number of equity instruments that are expected to vest under the non-market vesting conditions at each balance sheet date. And ultimately, the amount of compensation cost recognised is based on the number of equity instruments that eventually vest.

(23) Income tax

- A. The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or items recognised directly in equity, in which cases the tax is recognised in other comprehensive income or equity.
- B. The current income tax expense is calculated on the basis of the tax laws enacted at the balance sheet date in the countries where the Company operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in accordance with applicable tax regulations. It establishes provisions where appropriate based on the amounts expected to be paid to the tax authorities. An additional tax is levied on the unappropriated retained earnings and is recorded as income tax expense in the year the stockholders resolve to retain the earnings.
- C. Deferred tax is recognised, using the balance sheet liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the parent company only balance sheet. However, the deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is provided on temporary differences arising on investments in subsidiaries, except where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax is determined using tax rates that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realized or the deferred tax liability is settled.
- D. Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized. At each balance sheet date, unrecognised and recognised deferred tax assets are reassessed.

(24) Share capital

- A. Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or stock options are shown in equity as a deduction, net of tax, from the proceeds.
- B. Where the Company repurchases the Company's equity share capital that has been issued, the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the Company's equity holders. Where such shares are subsequently reissued, the difference between their book value and any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the Company's equity holders.

(25) Dividends

Cash dividends are recorded as liabilities in the Company's financial statements in the period in which they are resolved by the Company's Board of Directors. Stock dividends are recorded as stock dividends to be distributed in the Company's financial statements in the period in which they are resolved by the Company's stockholders and are reclassified to ordinary shares on the effective date of new shares issuance.

(26) Revenue recognition

Sales of goods

- A. The Company manufactures and sells a range of lighting equipment and lamps. Sales are recognised when control of the products has transferred, being when the products are delivered to the customers, the customers have full discretion over the channel and price to sell the products, and there is no unfulfilled obligation that could affect the customers' acceptance of the products. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customers, and either the customers have accepted the products in accordance with the sales contract, or the Company has objective evidence that all criteria for acceptance have been satisfied.
- B. Sales revenue of lighting equipment and lamps is often recognised based on the price specified in the contract, net of the estimated sales discounts and allowances. Sales discounts and allowances are calculated based on accumulated sales amount over 12 months. The Company calculates revenue based on the contracts, and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. The estimation is subject to an assessment at each reporting date. As of reporting date, sales discounts and allowances payable were recognised in short-term provisions. No element of financing is deemed present as the sales are made with a credit term of 30 to 60 days after delivery, which is consistent with market practice.
- C. The Company's obligation to provide standard warranty terms is recognised as a provision.

D. A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

5. CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES AND KEY SOURCES OF ASSUMPTION UNCERTAINTY

The preparation of these parent company only financial statements requires management to make critical judgements in applying the Company's accounting policies and make critical assumptions and estimates concerning future events. Assumptions and estimates may differ from the actual results and are continually evaluated and adjusted based on historical experience and other factors. Such assumptions and estimates have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year; and the related information is addressed below:

(1) Critical judgements in applying the Company's accounting policies

None.

(2) Critical accounting estimates and assumptions

Evaluation of inventories

As inventories are stated at the lower of cost and net realizable value, the Company must determine the net realizable value of inventories on balance sheet date using judgements and estimates. Due to the rapid technology innovation, the Company evaluates the amounts of normal inventory consumption, obsolete inventories or inventories without market selling value on balance sheet date, and writes down the cost of inventories to the net realizable value. Such an evaluation of inventories is principally based on the demand for the products within the specified period in the future.

Therefore, there might be material changes to the evaluation.

6. DETAILS OF SIGNIFICANT ACCOUNTS

(1) Cash and cash equivalents

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
Cash on hand	\$ 85	\$ 125
Checking accounts and demand deposits	16,221	23,143
Time deposits	82,953	209,581
	<u>\$ 99,259</u>	<u>\$ 232,849</u>

A. The Company transacts with a variety of financial institutions all with high credit quality to disperse credit risk, so it expects that the probability of counterparty default is remote.

B. The Company's time deposits that did not meet short-term cash commitments were classified as 'financial assets at amortized cost', please refer to Note 6 (3).

(2) Financial assets at fair value through profit or loss

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
Current items:		
Financial assets mandatorily measured at fair value through profit or loss		
Listed stocks	\$ -	\$ -
Valuation adjustment	<u>-</u>	<u>-</u>
	<u>\$ -</u>	<u>\$ -</u>

- A. To meet the requirement of investment management, on March 16, 2023, the shares of Strong LED Lighting Systems (Cayman) Co., Ltd., a listed company, which were originally held by the subsidiary, Hong Bo Investment Co., Ltd., amounting to 3,680 thousand shares for \$63,139 thousand, were transferred to the Company.
- B. On April 7, 2023, the Company's Board of Directors resolved to merge Strong LED Lighting Systems (Cayman) Co., Ltd. through a share swap and acquired its 100% equity interests on October 31, 2023. Strong LED Lighting Systems (Cayman) Co., Ltd. became the Company's subsidiary thereafter, and reclassified its "current financial assets at fair value through profit or loss" amounting to \$59,693 thousand to the Company's "investments accounted for using equity method". Refer to Note 6(7) for details.
- C. Amounts recognised in profit or loss in relation to financial assets at fair value through profit or loss are listed below:

	<u>2023</u>	<u>2022</u>
Net loss on financial assets (liabilities) at fair value through profit or loss	(\$ <u>3,446</u>)	<u>\$ -</u>

(3) Financial assets at amortized cost

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
Restricted time deposits	<u>\$ 316</u>	<u>\$ 316</u>

- A. The above mentioned are time deposits that do not meet short-term cash commitments. For the years ended December 31, 2023 and 2022, without taking into account any collateral held or other credit enhancements, the maximum exposure to credit risk in respect of the amount that best represents the financial assets at amortized cost held by the Company was both \$316 thousand.
- B. Information about the financial assets at amortized cost that were pledged to others as collateral is provided in Note 8.

(4) Notes and accounts receivable, net

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
Notes receivable	\$ 515	\$ 2,122
Less: Allowance for bad debts	<u>-</u>	<u>-</u>
	<u>\$ 515</u>	<u>\$ 2,122</u>
	<u>December 31, 2023</u>	<u>December 31, 2022</u>
Accounts receivable	\$ 95,559	\$ 97,447
Less: Allowance for bad debts	<u>(4,142)</u>	<u>(435)</u>
	<u>\$ 91,417</u>	<u>\$ 97,012</u>
	<u>December 31, 2023</u>	<u>December 31, 2022</u>
Accounts receivable due from related parties	\$ -	\$ 396
Less: Allowance for bad debts	<u>-</u>	<u>-</u>
	<u>\$ -</u>	<u>\$ 396</u>

A. The ageing analysis of notes and accounts receivable that were past due but not impaired is as follows:

	<u>December 31, 2023</u>		<u>December 31, 2022</u>	
	Notes receivable	Accounts receivable	Notes receivable	Accounts receivable
Not past due	\$ 515	\$ 83,546	\$ 2,122	\$ 81,704
Up to 30 days	-	6,940	-	13,150
31 to 120 days	-	953	-	2,989
over 120 days	-	4,120	-	-
	<u>\$ 515</u>	<u>\$ 95,559</u>	<u>\$ 2,122</u>	<u>\$ 97,843</u>

The above ageing analysis was based on past due date.

- B. As of December 31, 2023 and 2022, all the Company's accounts and notes receivable arose from contracts with customers. As of January 1, 2022, the balance of receivables from contracts with customers amounted to \$141,471 thousand.
- C. Information relating to credit risk of notes and accounts receivable is provided in Note 12(2).
- D. As of December 31, 2023 and 2022, without taking into account any collateral held or other credit enhancements, the maximum exposure to credit risk in respect of the amount that best represents the Company's notes and accounts receivable was the carrying amount of the notes and accounts receivable.
- E. The Company did not hold any collateral.

(5) Inventories

December 31, 2023			
	Cost	Allowance for slow-moving inventories and valuation loss	Book value
Goods	\$ 13,458	(\$ 7,252)	\$ 6,206
Raw materials	2,111	(791)	1,320
Goods in transit	515	-	515
	<u>\$ 16,084</u>	<u>(\$ 8,043)</u>	<u>\$ 8,041</u>

December 31, 2022			
	Cost	Allowance for slow-moving inventories and valuation loss	Book value
Goods	\$ 16,665	(\$ 7,409)	\$ 9,256
Raw materials	2,902	(624)	2,278
Goods in transit	183	-	183
	<u>\$ 19,750</u>	<u>(\$ 8,033)</u>	<u>\$ 11,717</u>

The cost of inventories recognised as expense for the year:

	Years ended December 31,	
	2023	2022
Cost and expense of goods sold	\$ 483,578	\$ 645,435
Loss on market price decline and obsolescence	7	80
Expenses related to inventory	57	1,007
	<u>\$ 483,642</u>	<u>\$ 646,522</u>

(6) Financial assets at fair value through other comprehensive income - non-current

Items	December 31, 2023	December 31, 2022
Non-current items:		
Equity instruments		
Listed stocks	\$ -	\$ 44,200
Unlisted stocks	8,481	8,481
Valuation adjustment	(3,646)	(18,081)
	<u>\$ 4,835</u>	<u>\$ 34,600</u>

A. The Company has elected to classify stock investments that are considered to be strategic investments as financial assets at fair value through other comprehensive income. The fair value of such investments amounted to \$4,835 thousand and \$34,600 thousand as at December 31, 2023 and 2022, respectively.

- B. On April 7, 2023, the Company's Board of Directors resolved to merge Strong LED Lighting Systems (Cayman) Co., Ltd. through a share swap and acquired its 100% equity interests on October 31, 2023. Strong LED Lighting Systems (Cayman) Co., Ltd. became the Company's subsidiary thereafter, and reclassified its "non-current financial assets at fair value through other comprehensive income" amounting to \$27,576 thousand to the Company's "investments accounted for using equity method". Refer to Note 6(7) for details.
- C. Amounts recognised in other comprehensive income in relation to the financial assets at fair value through other comprehensive income are listed below:

<u>Equity instruments at fair value through other comprehensive income</u>	<u>Years ended December 31,</u>	
	<u>2023</u>	<u>2022</u>
Fair value change recognised in other comprehensive income	\$ 14,880	(\$ 11,552)
Reclassified to retained earnings due to derecognition	(16,624)	-
	<u>(\$ 1,744)</u>	<u>(\$ 11,552)</u>

- C. As at December 31, 2023 and 2022, without taking into account any collateral held or other credit enhancements, the maximum exposure to credit risk in respect of the amount that best represents the financial assets at fair value through other comprehensive income held by the Company was \$4,835 thousand and \$34,600 thousand, respectively.
- D. The Company did not pledge non-current financial assets at fair value through other comprehensive income to others as collateral.
- E. Information relating to credit risk of financial assets at fair value through other comprehensive income is provided in Note 12(2).

(7) Investments accounted for using equity method

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
WORLD EXTEND HOLDING INC.	\$ 890,062	\$ 932,075
HONG BO INVESTMENT CO., LTD.	65,818	112,058
StrongLED Lighting System (Cayman) Co., Ltd.	671,228	
Art So Trading Limited	-	23,830
Art So International, Inc	-	8,400
	<u>\$ 1,627,108</u>	<u>\$ 1,076,363</u>

A. Subsidiaries

- (a) The information regarding the Company's subsidiaries is provided in Note 4(3) in the consolidated financial statements for the year ended December 31, 2023.

- (b) The Company's share of profit of subsidiaries accounted for using equity method for the years ended December 31, 2023 and 2022 amounted to \$8,377 thousand and \$4,082 thousand, respectively.
- (c) On March 10, 2023, the Board of Directors of the Company's subsidiary, Hong Bo Investment Co., Ltd., resolved to carry out a capital reduction amounting to NT\$50,000 thousand (the capital reduction ratio was approximately 31.25%).
- (d) On April 7, 2023, the Company's Board of Directors resolved to merge Strong LED Lighting Systems (Cayman) Co., Ltd. through a share swap which is 1 ordinary share of TONS LIGHTOLOGY INC. in exchange for 1.72 ordinary shares of Strong LED Lighting System (Cayman) Co., Ltd. and acquired its 100% equity interests which were recognised at the fair value on the acquisition date amounting to \$689,194 thousand (including "current financial assets at fair value through profit or loss" amounting to \$59,693 thousand and "non-current financial assets at fair value through other comprehensive income" amounting to \$27,576 thousand) on October 31, 2023, which relatively generated \$85,857 thousand (shown as other income). For the current year, the Company only recognised the profit or loss from the period of November 1, 2023 to December 31, 2023.

B. Associate:

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
Insignificant associate:		
Art So Trading Limited	\$ -	\$ 23,830
Art So International, Inc	-	8,400
	<u>\$ -</u>	<u>\$ 32,230</u>

- (a) The basic information of the associates is as follows:

Company name	Principal place of business	Shareholding ratio(%)		Nature of relationship	Methods of measurement
		December 31, 2023	December 31, 2022		
Art So Trading Limited	Samoa	0.00%	48.57%	Owns at least 20% of the voting rights	Equity method
Art So International, Inc	Taiwan	0.00%	30.00%	Owns at least 20% of the voting rights	Equity method

(b) To simplify the organizational structure, Art So Group started the liquidation process over Art So Trading Limited on June 30, 2023, and its equity interests in Art So International, Inc. was transferred based on the shareholding ratio. After the transfer, the Group's shareholding ratio of Art So International, Inc. was increased from 30% to 43.99%, which was the same as the comprehensive shareholding ratio of 43.99% before the transfer. Additionally, the Company's Board of Directors resolved to dispose 43.99% equity interests in Art So International, Inc. on October 26, 2023, and the Company completed the transfer of equity interests with the consideration of \$1,000 thousand on October 31, 2023.

(c) Share of (loss)/profit of associates accounted for under equity method are as follows:

Investee	Years ended December 31,	
	2023	2022
Art So Trading Limited	(\$ 22,099)	(\$ 4,830)
Art So International, Inc	(8,887)	(5,056)
	<u>(\$ 30,986)</u>	<u>(\$ 9,886)</u>

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(8) Property, plant and equipment

	2023					
	<u>At January 1</u>	<u>Additions</u>	<u>Disposals</u>	<u>Transfers</u>	<u>Net exchange differences</u>	<u>At December 31</u>
Cost						
Machinery equipment	\$ 80	\$ -	\$ -	\$ -	\$ -	\$ 80
Office equipment	129	-	(30)	-	-	99
Leasehold improvements	282	-	-	197	-	479
Other facilities	915	1,426	(236)	-	-	2,105
Unfinished construction	-	197	-	(197)	-	-
	<u>\$ 1,406</u>	<u>\$ 1,623</u>	<u>(\$ 266)</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 2,763</u>
Accumulated depreciation						
Machinery equipment	(\$ 29)	(\$ 27)	\$ -	\$ -	\$ -	(\$ 56)
Office equipment	(71)	(28)	30	-	-	(69)
Leasehold improvements	(102)	(105)	-	-	-	(207)
Other facilities	(473)	(470)	236	-	-	(707)
	<u>(\$ 675)</u>	<u>(\$ 630)</u>	<u>\$ 266</u>	<u>\$ -</u>	<u>\$ -</u>	<u>(\$ 1,039)</u>
	<u>\$ 731</u>					<u>\$ 1,724</u>

2022

	<u>At January 1</u>	<u>Additions</u>	<u>Disposals</u>	<u>Transfers</u>	<u>Net exchange differences</u>	<u>At December 31</u>
Cost						
Machinery equipment	\$ 80	\$ -	\$ -	\$ -	\$ -	\$ 80
Transportation equipment	-	-	-	-	-	-
Office equipment	219	22	(112)	-	-	129
Leasehold improvements	282	-	-	-	-	282
Other facilities	977	180	(242)	-	-	915
	<u>\$ 1,558</u>	<u>\$ 202</u>	<u>(\$ 354)</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,406</u>
Accumulated depreciation						
Machinery equipment	(\$ 2)	(\$ 27)	\$ -	\$ -	\$ -	(\$ 29)
Transportation equipment	-	-	-	-	-	-
Office equipment	(136)	(47)	112	-	-	(71)
Leasehold improvements	(8)	(94)	-	-	-	(102)
Other facilities	(405)	(310)	242	-	-	(473)
	<u>(\$ 551)</u>	<u>(\$ 478)</u>	<u>\$ 354</u>	<u>\$ -</u>	<u>\$ -</u>	<u>(\$ 675)</u>
	<u>\$ 1,007</u>					<u>\$ 731</u>

A. Amount of borrowing costs capitalized as part of property, plant and equipment and the range of the interest rates for such capitalization: None for the years ended December 31, 2023 and 2022.

B. Information about the property, plant and equipment that were pledged to others as collaterals: None for the years ended December 31, 2023 and 2022.

(9) Leasing arrangements-lessee

A. The Company leases various assets including buildings. Rental contracts are typically made for periods of 2 to 3 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose covenants, but leased assets may not be used as security for borrowing purposes.

B. The carrying amount of right-of-use assets and the depreciation charge are as follows:

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
	<u>Carrying amount</u>	<u>Carrying amount</u>
Buildings	\$ 14,998	\$ 843
	<u>Years ended December 31</u>	
	<u>2023</u>	<u>2022</u>
	<u>Depreciation charge</u>	<u>Depreciation charge</u>
Buildings	\$ 7,625	\$ 6,432

C. For the years ended December 31, 2023 and 2022, the additions to right-of-use assets amounted to \$21,771 thousand and \$0 thousand, respectively.

D. The information on income and expense accounts relating to lease contracts is as follows:

	<u>Years ended December 31</u>	
	<u>2023</u>	<u>2022</u>
<u>Items affecting profit or loss</u>		
Interest expense on lease liabilities	\$ 342	\$ 84

E. For the years ended December 31, 2023 and 2022, the Company's total cash outflow for leases amounted to \$7,836 thousand and \$6,647 thousand, respectively.

(10) Pensions

A. (a) The Company has a defined benefit pension plan in accordance with the Labor Standards Act, covering all regular employees' service years prior to the enforcement of the Labor Pension Act on July 1, 2005 and service years thereafter of employees who chose to continue to be subject to the pension mechanism under the Act. Under the defined benefit pension plan, two units are accrued for each year of service for the first 15 years and one unit for each additional year thereafter, subject to a maximum of 45 units. Pension benefits are based on the number of units accrued and the average monthly salaries and wages of the last 6 months prior to retirement. The Company contributes monthly an amount equal to 2% of the employees' monthly salaries and wages to the retirement fund deposited with Bank of Taiwan, the trustee, under the name of the independent retirement fund committee. Also, the Company would assess the balance in the aforementioned labor pension reserve account by December 31, every year. If the account balance is insufficient to pay the pension calculated by the aforementioned method, to the employees expected to be qualified for retirement next year, the Company will make contributions to cover the deficit by next March.

(b) The amounts recognised in the balance sheet are as follows:

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
Present value of defined benefit obligations	\$ 13,973	\$ 15,136
Fair value of plan assets	(5,293)	(6,246)
Net defined benefit liability	<u>\$ 8,680</u>	<u>\$ 8,890</u>

(c) Movements in net defined benefit liabilities are as follows:

	<u>Present value of defined benefit obligations</u>	<u>Fair value of plan assets</u>	<u>Present value of defined benefit obligations</u>
Year ended December 31, 2023			
Balance at January 1	\$ 15,136	(\$ 6,246)	\$ 8,890
Interest cost	225	(92)	133
	<u>15,361</u>	<u>(6,338)</u>	<u>9,023</u>
Remeasurements:			
Change in financial assumptions	103	-	103
Experience adjustments	(336)	(67)	(403)
	<u>(233)</u>	<u>(67)</u>	<u>(300)</u>
Pension fund contribution	-	(43)	(43)
Paid pension	(1,155)	1,155	-
Balance at December 31	<u>\$ 13,973</u>	<u>(\$ 5,293)</u>	<u>\$ 8,680</u>
Year ended December 31, 2022			
Balance at January 1	\$ 13,126	(\$ 5,727)	\$ 7,399
Interest cost	65	(28)	37
	<u>13,191</u>	<u>(5,755)</u>	<u>7,436</u>
Remeasurements:			
Change in financial assumptions	(1,035)	-	(1,035)
Experience adjustments	2,980	(441)	2,539
	<u>1,945</u>	<u>(441)</u>	<u>1,504</u>
Pension fund contribution	-	(50)	(50)
Paid pension	-	-	-
Balance at December 31	<u>\$ 15,136</u>	<u>(\$ 6,246)</u>	<u>\$ 8,890</u>

(d) The Bank of Taiwan was commissioned to manage the Fund of the Company's defined benefit pension plan in accordance with the Fund's annual investment and utilisation plan and the "Regulations for Revenues, Expenditures, Safeguard and Utilisation of the Labor Retirement Fund" (Article 6: The scope of utilisation for the Fund includes deposit in domestic or foreign financial institutions, investment in domestic or foreign listed, over-the-counter, or private placement equity securities, investment in domestic or foreign real estate securitisation products, etc.). With regard to the utilisation of the Fund, its minimum earnings in the annual distributions on the final financial statements shall be no less than the earnings attainable from the amounts accrued from two-year time deposits with the interest rates offered by local banks. If the earnings is less than aforementioned rates, government shall make payment for the deficit after being authorised by the Regulator. The Company has no right to participate in managing and operating that fund and hence the Company is unable to disclose the classification of plan asset fair value in accordance with IAS 19 paragraph 142. The composition of fair value of plan assets As of December 31, 2023 and 2022 is given in the Annual Labor Retirement Fund Utilisation Report announced by the government.

(e) The principal actuarial assumptions used were as follows:

	Years ended December 31,	
	2023	2022
Discount rate	1.38%	1.50%
Future salary increases	3.00%	3.00%

Future mortality rate was estimated based on the 6th Taiwan Standard Ordinary Experience Mortality Table.

Because the main actuarial assumption changed, the present value of defined benefit obligation is affected. The analysis was as follows:

	Discount rate		Future salary increases	
	Increase 0.25%	Decrease 0.25%	Increase 0.25%	Decrease 0.25%
December 31, 2023				
Effect on present value of defined benefit obligation	(\$ 205)	\$ 209	\$ 198	(\$ 196)
December 31, 2022				
Effect on present value of defined benefit obligation	(\$ 246)	\$ 251	\$ 239	(\$ 236)

The sensitivity analysis above is based on other conditions that are unchanged but only one assumption is changed. In practice, more than one assumption may change all at once.

(f) Expected contributions to the defined benefit pension plans of the Company for the year ending December 31, 2024 amount to \$33 thousand.

(g) As of December 31, 2023, the weighted average duration of that retirement plan is 5.45 years. The analysis of timing of the future pension payment was as follows:

2-5 years	\$	4,056
Over 5 years		11,077
	<u>\$</u>	<u>15,133</u>

- B. (a) Effective July 1, 2005, the Company has established a defined contribution pension plan (the “New Plan”) under the Labor Pension Act (the “Act”), covering all regular employees with R.O.C. nationality. Under the New Plan, the Company contributes monthly an amount based on 6% of the employees’ monthly salaries and wages to the employees’ individual pension accounts at the Bureau of Labor Insurance. The benefits accrued are paid monthly or in lump sum upon termination of employment.
- (b) The Company’s Hong Kong branch contributes 5% of employees’ salaries and wages (below the ceiling of HKD1,500) pursuant to the mandatory provident fund schemes. The accrued benefits is deposited in a specialised account in Manulife (International) Limited and can only be withdrawn when scheme members reach the age of 65.
- (c) The pension costs under defined contribution pension plans of the Company for the years ended December 31, 2023 and 2022, were \$1,870 thousand and \$1,847 thousand, respectively.

(11) Share-based payment

A. For the years ended December 31, 2023 and 2022, the Company’s share-based payment arrangements were as follows:

Type of arrangement	Grant date	Quantity granted (in thousands)	Contract period	Vesting conditions	Actual turnover rate in 2023	Actual turnover rate in 2022	Estimated future turnover rate
Sixth employee stock options	2018.11.02	600	5 years	2~4 years’ service	0.00%	2.63%	0%
Seventh employee stock options	2022.10.31	600	5 years	2~4 years’ service	2.63%	0.00%	0%

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B. Details of the share-based payment arrangements are as follows:

(a) Sixth employee stock options

	2023		2022	
	No. of options (in thousands)	Weighted-average exercise price (in dollars)	No. of options (in thousands)	Weighted-average exercise price (in dollars)
Options outstanding at January 1	210	\$ 22.10	320	\$ 23.60
Options exercised	(73)	22.10	(59)	23.60
Options exercised (Note)	(112)	20.90	(50)	22.10
Options forfeited (Note)	(25)	20.90	(1)	22.10
Options outstanding at December 31 (Note)	<u>-</u>	-	<u>210</u>	22.10
Options exercisable at December 31	<u>-</u>		<u>210</u>	

Note: Price was adjusted due to ex-dividend.

(b) Seventh employee stock options

	2023		2022	
	No. of options (in thousands)	Weighted-average exercise price (in dollars)	No. of options (in thousands)	Weighted-average exercise price (in dollars)
Options outstanding at January 1	560	\$ 30.00	-	\$ -
Options granted	-	-	600	30.00
Options forfeited	-	-	(40)	30.00
Options forfeited (Note)	(2)	28.40	-	-
Options outstanding at December 31	<u>558</u>	28.40	<u>560</u>	30.00
Options exercisable at December 31	<u>279</u>		<u>-</u>	

C. The expiry date and exercise price of stock options outstanding at balance sheet date are as follows:

	<u>Expiry date</u>	<u>December 31, 2023</u>		<u>December 31, 2022</u>	
		<u>No. of options (in thousands)</u>	<u>Exercise price</u>	<u>No. of options (in thousands)</u>	<u>Exercise price</u>
Sixth employee stock options	2023.11.01	-	-	210	22.10
Seventh employee stock options	2027.10.30	558	28.40	560	30.00

D. The fair value of stock options granted on grant date is measured using the Black-Scholes option-pricing model. Relevant information is as follows:

<u>Type of arrangement</u>	<u>Grant date</u>	<u>Stock price</u>	<u>Exercise price</u>	<u>Expected price volatility (Note 1)</u>	<u>Expected option life</u>	<u>Expected dividends</u>	<u>Risk-free</u>	<u>Fair value per unit</u>
							<u>interest rate</u>	
Employee share options	2018.11.02	29.90	29.90	28.28%	5 years	-	0.75%	7.75
Employee share options	2022.10.31	30.00	30.00	17.76%	5 years	-	1.32%	5.08

Note 1: Expected price volatility rate was estimated by using the stock prices of the most recent period with length of this period approximate to the length of the stock options' expected life, and the standard deviation of return on the stock during this period.

Note 2: Period from the grant date to final payment data (2021.08.01).

E. Expenses incurred on share-based payment transactions are shown below:

	Years ended December 31	
	2023	2022
Equity-settled - employee stock options	\$ 1,085	\$ 424

(12) Share capital

- A. As of December 31, 2023, the Company's authorised capital was \$800,000 thousand, consisting of 80,000 thousand shares of ordinary stock (including 8,000 thousand shares reserved for employee stock options), and the paid-in capital was \$579,966 thousand with a par value of \$10 (in dollars) per share, and the total share capital amounted to \$579,966 thousand.
- B. The Company purchased 112 thousand common shares on November 1, 2023. The acquisition price was NT\$20.9 per share. In addition, on December 20, 2023, the Board of Directors resolved to set the effective date of issuance of new shares on December 25, 2023 and the registration of changes had been completed on February 7, 2024.
- C. On April 7, 2023 and on May 25, 2023, the Company's Board of directors and the shareholders at their regular meeting resolved the merger and the share swap with Strong LED Lighting Systems (Cayman) Co., Ltd., respectively, and issued 18,390 thousand ordinary shares at NT\$10 per share with the effective date set on October 31, 2023. The registration was completed on December 26, 2023.
- D. The Company purchased 73 thousand common shares between January 16, 2023 and February 14, 2023. The acquisition price was NT\$22.1 per share. In addition, on February 23, 2023, the Board of Directors resolved to set the effective date of issuance of new shares on February 28, 2023 and the registration of changes had been completed on March 15, 2023.
- E. The Company purchased 503 thousand common shares between July 13, 2022 and December 14, 2022. The acquisition price was NT\$22.1 per share. In addition, on December 23, 2022, the Board of Directors resolved to set the effective date of issuance of new shares on December 30, 2022 and the registration of changes had been completed on January 16, 2023.
- F. The Company purchased 169 thousand common shares between October 26, 2021 and February 15, 2022. The acquisition price was NT\$23.6 per share. In addition, on February 24, 2022, the Board of Directors resolved to set the effective date of issuance of new shares on March 7, 2022 and the registration of changes had been completed on March 22, 2022.

Movements in the number of the Company's ordinary shares outstanding are as follows:

	(Unit: shares in thousands)	
	2023	2022
At January 1	38,922	38,813
Employee stock options exercised	185	109
Purchase of treasury share	18,390	-
At December 31	57,497	38,922

G. Treasury shares

- (a) Reason for share reacquisition and movements in the number of the Company's treasury shares are as follows:

Reason for reacquisition	Year ended December 31, 2023			No. of shares at end of the period
	No. of shares at beginning of the period	Increase in the period	Decrease in the period	
Reissued to employees	500	-	-	500
Reason for reacquisition	Year ended December 31, 2022			No. of shares at end of the period
	No. of shares at beginning of the period	Increase in the period	Decrease in the period	
Reissued to employees	1,500	-	(1,000)	500

- (b) According to the transfer regulations of 1st repurchase of the Company's shares, the Company should transfer all the repurchased shares to employees in three years starting from the date of repurchase. If the unissued shares were past due, these shares will be treated as shares yet to be issued and should be registered for cancellation according to regulations. On April 7, 2022, the Board of Directors resolved to cancel the 1st repurchased 1,000 thousand treasury shares and set April 25, 2022 as the effective date and the registration was completed on May 11, 2022.
- (c) The Company's shares repurchased pursuant to the 'Regulations Governing Transfer of the Company's 2nd repurchased shares' shall be reissued to employees in one time or several times within five years commencing from the completion date of share repurchase. The transfer price is the average actual share repurchase price. The Board of Directors during its meeting on July 30, 2021 adopted a resolution to transfer 500,000 shares which were acquired in the 2nd share repurchase to employees at a transfer price of NT\$28.74 per share. All proceeds from share subscription have been collected as of August 11, 2021. The transfer of treasury shares to employees has been completed on August 25, 2021.
- (d) In order to encourage employees and strengthen coherence of the Company, the Board of Directors resolved to purchase 2,000 thousand treasury shares in total for transferring to employees. As of December 31, 2023 and 2022, the balances of treasury shares after repurchases and transfers to employees were \$14,372 thousand and \$14,372 thousand, respectively.
- (e) Pursuant to the R.O.C. Securities and Exchange Act, the number of shares bought back as treasury share should not exceed 10% of the number of the Company's issued and outstanding shares and the amount bought back should not exceed the sum of retained earnings, paid-in capital in excess of par value and realized capital surplus.
- (f) Pursuant to the R.O.C. Securities and Exchange Act, treasury shares should not be pledged

as collateral and is not entitled to dividends before it is reissued.

- (g) Pursuant to the R.O.C. Securities and Exchange Act, the 1st and 2nd purchase of treasury shares should be reissued to the employees within three and five years from the reacquisition date, respectively, and shares not reissued within the three-year or five-year period are to be retired. Treasury shares to enhance the Company's credit rating and the stockholders' equity should be retired within six months of acquisition.

(13) Capital surplus

Pursuant to the R.O.C. Company Act, capital surplus arising from paid-in capital in excess of par value on issuance of common stocks and donations can be used to cover accumulated deficit or to issue new stocks or cash to shareholders in proportion to their share ownership, provided that the Company has no accumulated deficit. Further, the R.O.C. Securities and Exchange Act requires that the amount of capital surplus to be capitalised mentioned above should not exceed 10% of the paid-in capital each year. Capital surplus should not be used to cover accumulated deficit unless the legal reserve is insufficient.

(14) Retained earnings

A. Under the Company's Articles of Incorporation, the current year's earnings, if any, shall be distributed in the following order:

- (a) Offset prior years' operating losses, if any.
- (b) Set aside 10% of the remaining amount as legal reserve, and set aside or reverse special reserve when necessary.
- (c) The remainder along with the unappropriated earnings of prior years is the accumulated distributable earnings. The appropriation of accumulated distributable earnings shall be proposed by the Board of Directors and be resolved by the shareholders.

The Company is at the development stage. In line with current and future development plans and investment environment, and to respond to capital needs and domestic and foreign competition, as well as shareholders' benefits, balanced dividends and the Company's long-term financial plan, etc., the earnings shall be appropriated in compliance with the above regulations. The ratio of dividends to shareholders shall account for at least 50% of the accumulated distributable earnings, of which the ratio of cash dividends shall account for at least 10% of the total dividends distributed. However, the Board of Directors shall adjust the ratios based on current year's operating status and shall report to the shareholders for a resolution.

- B. Under a resolution made by the Board of Directors, which has more than 2/3 directors attended the meeting and more than 1/2 attended directors agreed, full or partial of the distributable dividends and bonus, capital surplus or legal reserve will be distributed in the form of cash, and it will be reported to the shareholders. The regulation in relation to approval from the shareholders as above mentioned is not applicable.
- C. Except for covering accumulated deficit or issuing new stocks or cash to shareholders in

proportion to their share ownership, the legal reserve shall not be used for any other purpose. The use of legal reserve for the issuance of stocks or cash to shareholders in proportion to their share ownership is permitted, provided that the distribution of the reserve is limited to the portion in excess of 25% of the Company's paid-in capital.

- D. (a) In accordance with the regulations, the Company shall set aside special reserve from the debit balance on other equity items at the balance sheet date before distributing earnings. When debit balance on other equity items is reversed subsequently, the reversed amount could be included in the distributable earnings.
- (b) The amount previously set aside by the Company as special reserve on initial application of IFRSs in accordance with Order No. Financial-Supervisory-Securities-Corporate-1010012865, dated April 6, 2012, shall be the same as the amount reclassified from accumulated translation adjustment under shareholders' equity to retained earnings for the exemptions elected by the Company. The increase in special reserve as a result of retained earnings arising from the adoption of IFRS was \$38,429 thousand.
- E. (a) The appropriations proposal of 2022 and 2021 earnings, which was resolved at the shareholders' meeting on May 25, 2023, and May 26, 2022, respectively, are detailed as follows:

	Years ended December 31,			
	2022		2021	
	Amount	Dividends per share (in dollars)	Amount	Dividends per share (in dollars)
Legal reserve	\$ 4,127		\$ 9,592	
Special reserve	(9,128)		15,935	
Cash dividends	<u>63,173</u>	\$ 1.62	<u>81,631</u>	\$ 2.10
	<u>\$ 58,172</u>		<u>\$ 107,158</u>	

- (b) The details about the appropriation of 2023 earnings which was proposed at the Board of Directors' meeting on February 27, 2024 are as follows:

	Year ended December 31, 2023	
	Amount	Dividend per share (in dollar)
Legal reserve	\$ 3,268	
Special reserve	12,007	
Cash dividends	<u>40,248</u>	\$ 0.70
	<u>\$ 55,523</u>	

Apart from the cash dividends which have been resolved at the meeting of Board of Directors on February 27, 2024, the remaining items in the above appropriation of earnings are yet to be resolved by the shareholders.

- F. For the information relating to employees' compensation and directors' remuneration, please

refer to Note 6(21).

(15) Other equity items

	2023		2022	
	<u>Currency translation</u>	<u>Unrealised gains (losses) on valuation</u>	<u>Currency translation</u>	<u>Unrealised gains (losses) on valuation</u>
At January 1	(\$ 61,125)	(\$ 17,797)	(\$ 81,805)	(\$ 6,245)
Currency translation differences:				
- Group	(26,887)	-	20,680	-
Revaluation	-	(2,189)	-	(11,571)
Revaluation transferred to retained earnings	-	16,624	-	-
Revaluation transferred to retained earnings-tax	-	445	-	19
At December 31	<u>(\$ 88,012)</u>	<u>(\$ 2,917)</u>	<u>(\$ 61,125)</u>	<u>(\$ 17,797)</u>

(16) Operating revenue

A. Disaggregation of revenue from contracts with customers

The Company derives revenue from the transfer of goods and services at a point in time in the following major geographical regions:

	Year ended December 31, 2023				
	Lamps				
	<u>Europe</u>	<u>Asia</u>	<u>Oceania</u>	<u>America</u>	<u>Total</u>
Revenue from external customer contracts	<u>\$428,290</u>	<u>\$129,864</u>	<u>\$40,210</u>	<u>\$ 1,101</u>	<u>\$ 599,465</u>
	Year ended December 31, 2022				
	Lamps				
	<u>Europe</u>	<u>Asia</u>	<u>Oceania</u>	<u>America</u>	<u>Total</u>
Revenue from external customer contracts	<u>\$572,221</u>	<u>\$131,713</u>	<u>\$81,295</u>	<u>\$ 3,164</u>	<u>\$ 788,393</u>

B. Contract liabilities

The Company has recognised the following revenue-related contract liabilities:

	<u>December 31, 2023</u>	<u>December 31, 2022</u>	<u>January 1, 2022</u>
Contract liabilities:			
Contract liabilities-advance sales receipts	<u>\$ 12,426</u>	<u>\$ 25,678</u>	<u>\$ 23,312</u>

Revenue recognised that was included in the contract liability balance at the beginning of the year:

	Years ended December 31,	
	2023	2022
Revenue recognised that was included in the contract liability balance at the beginning of the year	\$ 19,923	\$ 21,785

(17) Interest income

	Years ended December 31,	
	2023	2022
Interest income from bank deposits	\$ 3,696	\$ 3,080

(18) Other income

	Years ended December 31,	
	2023	2022
Gain recognised in bargain purchase transaction	\$ 85,857	\$ -
Other income-others	551	352
	<u>\$ 86,408</u>	<u>\$ 352</u>

(19) Other gains and losses

	Years ended December 31,	
	2023	2022
Net currency exchange gain (loss)	\$ 4,746	(\$ 1,640)
Net gain on financial assets (liabilities) at fair value through profit or loss	(3,446)	-
Other losses	(71)	(54)
	<u>\$ 1,229</u>	<u>(\$ 1,694)</u>

(20) Finance costs

	Years ended December 31,	
	2023	2022
Interest expense	\$ 342	\$ 84

Note: Interest expense arose from the lease liabilities discounted over the contract period upon the adoption of IFRS 16.

(21) Expenses by nature

	Years ended December 31,					
	2023			2022		
	Classified as operating costs	Classified as operating expenses	Total	Classified as operating costs	Classified as operating expenses	Total
Employee benefit expense	\$ 5,198	\$ 53,722	\$ 58,920	\$ 5,678	\$ 51,280	\$ 56,958
Depreciation charges on property, plant and equipment	34	596	630	17	461	478
Depreciation charges on right-of-use assets	2,645	4,980	7,625	2,181	4,251	6,432
Amortisation charges	304	1,942	2,246	267	2,203	2,470

(22) Employee benefit expense

	Years ended December 31,					
	2023			2022		
	Classified as operating costs	Classified as operating expenses	Total	Classified as operating costs	Classified as operating expenses	Total
Wages and salaries	\$ 4,314	\$ 43,412	\$ 47,726	\$ 4,770	\$ 41,702	\$ 46,472
Labour and health insurance fees	476	3,063	3,539	485	3,119	3,604
Pension costs	249	1,754	2,003	250	1,634	1,884
Directors' remunerations	-	3,440	3,440	-	3,376	3,376
Other employee benefit expense	159	2,053	2,212	173	1,449	1,622

- A. As at December 31, 2023 and 2022, the Company had 50 and 50 employees, including 5 non-employee directors, respectively.
- B. Average employee benefit expense in current year was \$1,233 ('total employee benefit expense in current year – total directors' remuneration in current year' / 'the number of employees in current year – the number of non-employee directors in current year'). Average employee benefit expense in previous year was \$1,191 ('total employee benefit expense in previous year – total directors' remuneration in previous year' / 'the number of employees in previous year – the number of non-employee directors in previous year').
- C. Average employees salaries in current year was \$1,061 (total salaries and wages in current year / 'the number of employees in current year - the number of non-employee directors in current year'). Average employees salaries in previous year was \$1,033 (total salaries and wages in previous year / 'the number of employees in previous year - the number of non-employee directors in previous year').

- D. Adjustments of average employee salaries and wages for the current year was 2.71% (‘the average employee salaries and wages in current year - the average employee salaries and wages in previous year / the average employee salaries and wages in previous year). Adjustments of average employee salaries and wages for the previous year was -11.25% (‘the average employee salaries and wages in previous year - the average employee salaries and wages for the past two years / the average employee salaries and wages for the past two years).
- E. The Company has an Audit Committee, thus, there was no supervisor.
- F. The Company’s remuneration for directors includes directors’ remuneration, traveling expenses and rewards paid to directors. Directors’ return was based on standard rates within the same industry. Traveling expenses were based on the attendance of the Board of Directors. Directors’ remuneration was regulated based on the Company’s Articles of Incorporation and reviewed by the remuneration committee and shall be resolved by the Board of Directors and then reported to the shareholders. The individual directors' performance was assessed in accordance with “Self-Evaluation or Peer Evaluation of the Board of Directors”, which were listed as the calculation basis of appropriation rate of individual salary and return in accordance with the ‘management regulation of directors' remuneration and return'. The appropriation result shall be reviewed by the remuneration committee and approved by the Board of Directors, then the Company pays the salaries to directors. Managers and employees compensation including salary, award, and employee stock options were determined based on the position and responsibility, and referred to the standard rates of the same position in the same industry and ‘Regulations on performance management’ to assess individual performance. The assessment result will be listed as the computing bases according to the performance of employees’ assessment. Managers’ remuneration will be reviewed by the remuneration committee and resolved by the Board of Directors.
- G. In accordance with the Articles of Incorporation of the Company, a ratio of distributable profit of the current year shall be distributed as employees ‘compensation and directors’ remuneration. The ratio shall not be lower than 5~15% for employees’ compensation and shall not be higher than 2.5% for directors’ remuneration. If a company has accumulated deficit, earnings should be reserved to cover losses first.
- H. For the years ended December 31, 2023 and 2022, the accrued employees’ compensation and directors’ remuneration is as follows:

	Years ended December 31,	
	2023	2022
Employees’ compensation	\$ 7,255	\$ 6,366
Directors’ remuneration	1,208	1,060
	<u>\$ 8,463</u>	<u>\$ 7,426</u>

The aforementioned amounts were recognised in salary expenses. The Company accrued expenses based on 9% and 1.5% of the pre-tax income that has not been accrued for employees' compensation and directors' remuneration, respectively, for the year ended December 31, 2023, and the Company accrued the above expenses based on 9% and 1.5% of distributable profit of current year for the year ended December 31, 2022.

Employees' compensation and directors' remuneration for 2023 and 2022 as resolved by the Board of Directors were in agreement with those amounts recognised in the 2023 and 2022 financial statements. The employees' compensation will be distributed in the form of cash.

Information about employees' compensation and directors' remuneration of the Company as resolved at the meeting of Board of Directors will be posted in the "Market Observation Post System" at the website of the Taiwan Stock Exchange.

(23) Income tax

A. Income tax expense

(a) Components of income tax expense:

	Years ended December 31,	
	2023	2022
Current tax:		
Current tax on profits for the year	\$ 1,774	\$ 16,118
Tax on undistributed surplus earnings	-	-
Prior year income tax overestimation	(113)	(2,117)
Total current tax	1,661	14,001
Deferred tax:		
Origination and reversal of temporary differences	21,416	(3,093)
Income tax expense	\$ 23,077	\$ 10,908

(b) The income tax (charge)/credit relating to components of other comprehensive income is as follows:

	Years ended December 31,	
	2023	2022
Temporary differences:		
Remeasurement of defined benefit obligations	\$ 60	(\$ 301)
Unrealised loss on financial assets at fair value through other comprehensive income	(445)	(19)
	(\$ 385)	(\$ 320)

B. Reconciliation between income tax expense and accounting profit

	Years ended December 31,	
	2023	2022
Tax calculated based on profit before tax and statutory tax rate	\$ 14,429	\$ 12,660
Effect from remittance of earnings of the subsidiary	1,774	-
Expenses disallowed by tax regulation	6,987	365
Prior year income tax overestimation	(113)	(2,117)
Income tax expense	<u>\$ 23,077</u>	<u>\$ 10,908</u>

C. Amounts of deferred tax assets or liabilities as a result of temporary differences are as follows:

	2023			
	January 1	Recognised in profit or loss	Recognised in other comprehensive income	December 31
Temporary differences:				
-Deferred tax assets:				
Overseas long-term investment losses	\$ -	\$ 876	\$ -	\$ 876
Allowance for inventory valuation and obsolescence				
losses	1,550	59	-	1,609
Tax losses	-	2,344	-	2,344
Unrealised sales returns and discounts	110	(4)	-	106
Warranty liabilities	41	34	-	75
Unallocated amount of accrued pension expense	173	19	-	192
Remeasurement of defined benefit obligations	1,604	-	(60)	1,544
Unrealised loss on financial assets at fair value through other comprehensive income	284	-	445	729
Allowance for bad debts	-	631	-	631
Unused compensated absences	380	19	-	399
	<u>\$ 4,142</u>	<u>\$ 3,978</u>	<u>\$ 385</u>	<u>\$ 8,505</u>
-Deferred tax liabilities:				
(Gains) losses on foreign long-term investments	(\$ 3,748)	(\$ 25,033)	\$ -	(\$ 28,781)
Unrealised foreign exchange (gains) losses	(82)	(361)	-	(443)
	<u>(\$ 3,830)</u>	<u>(\$ 25,394)</u>	<u>\$ -</u>	<u>(\$ 29,224)</u>
	<u>\$ 312</u>	<u>(\$ 21,416)</u>	<u>\$ 385</u>	<u>(\$ 20,719)</u>

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	2022			
	<u>January 1</u>	<u>Recognised in profit or loss</u>	<u>Recognised in other comprehensive income</u>	<u>December 31</u>
Temporary differences:				
-Deferred tax assets:				
Allowance for inventory valuation and obsolescence losses	\$ 1,561	(\$ 11)	\$ -	\$ 1,550
Unrealised sales returns and discounts	394	(284)	-	110
Warranty liabilities	41	-	-	41
Unallocated amount of accrued pension expense	176	(3)	-	173
Remeasurement of defined benefit obligations	1,303	-	301	1,604
Unrealised loss on financial assets at fair value through other comprehensive income	265	-	19	284
Unused compensated absences	400	(20)	-	380
	<u>\$ 4,140</u>	<u>(\$ 318)</u>	<u>\$ 320</u>	<u>\$ 4,142</u>
-Deferred tax liabilities:				
Gains on foreign long-term investments	(\$ 6,950)	\$ 3,202	\$ -	(\$ 3,748)
Unrealised foreign exchange (gains) losses	(291)	209	-	(82)
	<u>(\$ 7,241)</u>	<u>\$ 3,411</u>	<u>\$ -</u>	<u>(\$ 3,830)</u>
	<u>(\$ 3,101)</u>	<u>\$ 3,093</u>	<u>\$ 320</u>	<u>\$ 312</u>

E. Expiration dates of unused tax losses and amounts of unrecognised deferred tax assets are as follows:

December 31, 2023				
Year incurred	Amount filed/ assessed	Unused amount	Unrecognised deferred tax assets	Expiry year
2023	Amount filed	\$ 11,719	\$ -	2033

D. The Company has not recognised taxable temporary differences associated with investment in subsidiaries as deferred tax liabilities. As of December 31, 2023 and 2022, the amounts of temporary difference unrecognised as deferred tax liabilities were \$57,498 and \$76,507 thousand, respectively.

E. The Company's income tax returns through 2021 have been assessed and approved by the Tax Authority.

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(24) Earnings per share

	Year ended December 31, 2023		
	Amount after tax	Weighted average number of ordinary shares outstanding (shares in thousands)	Earnings per share (in dollars)
<u>Basic earnings per share</u>			
Profit for the year	\$ 49,068	42,131	\$ 1.16
<u>Diluted earnings per share</u>			
Profit for the year	49,068	42,131	
Assumed conversion of all dilutive potential ordinary shares			
- Employees' compensation	-	288	
- Employee stock options	-	101	
Profit plus assumed conversion of all dilutive potential ordinary shares	\$ 49,068	42,520	\$ 1.15
	Year ended December 31, 2022		
	Amount after tax	Weighted average number of ordinary shares outstanding (shares in thousands)	Earnings per share (in dollars)
<u>Basic earnings per share</u>			
Profit for the year	\$ 52,394	38,875	\$ 1.35
<u>Diluted earnings per share</u>			
Profit for the year	52,394	38,875	
Assumed conversion of all dilutive potential ordinary shares			
- Employees' compensation	-	275	
- Employee stock options	-	113	
Profit plus assumed conversion of all dilutive potential ordinary shares	\$ 52,394	39,263	\$ 1.33

The Company may settle the compensation of employees in cash or shares; therefore, the Company assumes that the entire amount of the compensation will be settled in shares, and the resulting potential shares are included in the weighted average number of shares outstanding used in the computation of diluted earnings per share, as the effect is dilutive. Such dilutive effect of the potential shares is included in the computation of diluted earnings per share until the number of shares to be distributed to employees is resolved in the following year.

(25) Supplemental cash flow information

Investing activities with partial cash payments:

	Years ended December 31,	
	2023	2022
Purchase of property, plant and equipment	\$ 1,623	\$ 202
Add: Opening balance of payable on equipment	-	-
Less: Ending balance of payable on equipment	(92)	-
Cash paid during the year	<u>\$ 1,531</u>	<u>\$ 202</u>

(26) Changes in liabilities from financing activities

	Guarantee deposits received	Lease liabilities	Dividends payable	Liabilities from financing activities - gross
At January 1, 2023	\$ 1,126	\$ 851	\$ -	\$ 1,977
Changes in cash flow from financing activities	-	(7,494)	(63,173)	(70,667)
Impact of changes in foreign exchange rate	-	9	-	9
Changes in other non-cash items	-	21,745	63,173	84,918
At December 31, 2023	<u>\$ 1,126</u>	<u>\$ 15,111</u>	<u>\$ -</u>	<u>\$ 16,237</u>
	Guarantee deposits received	Lease liabilities	Dividends payable	Liabilities from financing activities - gross
At January 1, 2022	\$ 1,126	\$ 7,265	\$ -	\$ 8,391
Changes in cash flow from financing activities	-	(6,563)	(81,631)	(88,194)
Impact of changes in foreign exchange rate	-	149	-	149
Changes in other non-cash items	-	-	81,631	81,631
At December 31, 2022	<u>\$ 1,126</u>	<u>\$ 851</u>	<u>\$ -</u>	<u>\$ 1,977</u>

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7. RELATED PARTY TRANSACTIONS

(1) Names of related parties and relationship

<u>Names of related parties</u>	<u>Relationship with the Company</u>
WORLD EXTEND HOLDING INC. (WORLD EXTEND)	Subsidiary of the Company
LUMINOUS HOLDING INCORPORATED (LUMINOUS)	Subsidiary of the Company
GREATSUPER TECHNOLOGY LIMITED (GS)	Subsidiary of the Company
TITAN LIGHTING CO., LTD. (TITAN)	Subsidiary of the Company
ZHONGSHAN TONS LIGHTING CO., LTD. (ZHONGSHAN TONS)	Subsidiary of the Company
HONG BO INVESTMENT CO., LTD. (HONG BO)	Subsidiary of the Company
SHANGHAI TONS LIGHTOLOGY CO., LTD. (SHANGHAI TONS)	Subsidiary of the Company
ARTSO INTERNATIONAL, INC	Associate

(2) Significant related party transactions

A. Operating revenue

	<u>Years ended December 31,</u>	
	<u>2023</u>	<u>2022</u>
Sales of goods:		
-ARTSO INTERNATIONAL, INC	\$ 594	\$ 741

Revenues arising from sales of goods are mainly sales of lamps to associates and the transaction prices are based on the mutual agreement by referring to market prices. The credit term is 60 days after monthly billings, which is available to the third parties.

B. Accounts receivable

	<u>Years ended December 31,</u>	
	<u>2023</u>	<u>2022</u>
Accounts receivable:		
-ARTSO INTERNATIONAL, INC	\$ -	\$ 321
-TITAN	-	75
	<u>\$ -</u>	<u>\$ 396</u>

C. Purchases

	<u>Years ended December 31,</u>	
	<u>2023</u>	<u>2022</u>
Purchases of goods:		
-TITAN	\$ 441,966	\$ 603,394
-ZHONGSHAN TONS	17,391	21,071
-Grand Canyon (Su Zhou)	2,632	-
	<u>\$ 461,989</u>	<u>\$ 624,465</u>

- (a) Purchase transactions between the Company and subsidiaries are mainly consists of the Company's purchases of lamps and related products from the subsidiaries in Mainland China. Transaction price is made based on the transfer pricing policy of Tons Lightology Inc. The credit term is 90 days after monthly billings and payments are made according to the capital needs of the subsidiaries. There is no comparison for these transactions as the Company does not purchase similar products from general suppliers.
- (b) To meet the operational needs, the Company directly sold raw materials amounting to \$638 thousand and \$454 thousand to the indirect subsidiaries in Mainland China. The processed goods would then be sold back to the Company and such transactions were not recognised as the Company's sales and purchase for the years ended December 31, 2023 and 2022. The amounts were eliminated in the Company's parent company only financial statements.

D. Payables to related parties

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
Accounts payable:		
-TITAN	\$ 149,956	\$ 247,833
-ZHONGSHAN TONS	4,972	4,355
-Grand Canyon (Su Zhou)	3,359	-
	<u>\$ 158,287</u>	<u>\$ 252,188</u>

The payables to related parties arise mainly from purchase transactions and are due two months after the date of purchase. The payables bear no interest.

E. Other payables

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
Other payables to related parties:		
-TITAN	<u>\$ 2,403</u>	<u>\$ 1,356</u>

Other payables to related parties mainly arose from collection of payments on behalf of related parties.

F. Endorsements and guarantees provided to related parties

Details of provision of endorsements and guarantees to others are provided in Note 13(1) B.

(3) Key management compensation

	<u>Years ended December 31,</u>	
	<u>2023</u>	<u>2022</u>
Salary and short-term employee benefits	\$ 22,826	\$ 22,519
Post-employment benefits	530	528
Share-based payments	454	194
	<u>\$ 23,810</u>	<u>\$ 23,241</u>

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8. PLEDGED ASSETS

The Company's assets pledged as collateral are as follows:

<u>Pledged asset</u>	<u>Book value</u>		<u>Purpose</u>
	<u>December 31, 2023</u>	<u>December 31, 2022</u>	
Guarantee deposits paid (shown as 'other non-current assets')	\$ 2,304	\$ 2,500	Security commitment deposits and Construction deposits paid
Restricted time deposits (shown as 'financial assets at amortised cost')	316	316	Construction deposits paid
	<u>\$ 2,620</u>	<u>\$ 2,816</u>	

9. SIGNIFICANT CONTINGENT LIABILITIES AND UNRECOGNISED CONTRACT

COMMITMENTS

(1) Contingencies

None.

(2) Commitments

None.

10. SIGNIFICANT DISASTER LOSS

None.

11. SIGNIFICANT EVENTS AFTER THE BALANCE SHEET DATE

None.

12. OTHERS

(1) Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders and issue new shares to reduce debt. The Company monitors capital on the basis of the debt-to-asset ratio. This ratio is calculated as net debt divided by total assets.

During the year ended December 31, 2023, the Company's strategy, which was unchanged from 2022, was to maintain the debt-to-asset ratio within 40%. The debt-to-asset ratios at December 31, 2023 and 2022, were as follows:

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
Total liabilities	\$ 255,816	\$ 331,426
Total assets	\$ 1,865,659	\$ 1,465,663
Gearing ratio	<u>14%</u>	<u>23%</u>

(2) Financial instruments

A. Financial instruments by category

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
<u>Financial assets</u>		
Financial assets at fair value through other comprehensive income	\$ 4,835	\$ 34,600
Financial assets at amortised cost/Loans and receivables / loans and receivables		
Cash and cash equivalents	\$ 99,259	\$ 232,849
Financial assets at amortised cost	316	316
Notes receivable	515	2,122
Accounts receivable (including related parties)	91,417	97,408
Other receivables	139	243
Guarantee deposits paid	2,304	2,500
	<u>\$ 193,950</u>	<u>\$ 335,438</u>
	<u>December 31, 2023</u>	<u>December 31, 2022</u>
<u>Financial liabilities</u>		
Financial liabilities at amortised cost		
Notes payable	\$ 101	\$ 31
Accounts payable (including related parties)	159,119	255,124
Other accounts payable (including related parties)	28,626	22,124
Guarantee deposits received	1,126	1,126
	<u>\$ 188,972</u>	<u>\$ 278,405</u>
Lease liability (including current portion)	<u>\$ 15,111</u>	<u>\$ 851</u>

B. Financial risk management policies

- (a) The Company's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, interest rate risk and price risk), credit risk and liquidity risk.
- (b) Risk management is carried out by a central treasury department (Company treasury) under policies approved by the Board of Directors. Company treasury identifies, evaluates and hedges financial risks in close cooperation with the Company's operating units. The Board provides written principles for overall risk management, as well as written policies covering specific areas and matters, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity.

C. Significant financial risks and degrees of financial risks

(a) Market risk

Foreign exchange risk

- i. The Company operates internationally and is exposed to foreign exchange risk arising from the transactions of the Company used in various functional currency, primarily with respect to the USD and RMB. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities.
- ii. The Company treasury is responsible for hedging the entire foreign exchange risk exposure. Exchange rate risk is measured through a forecast of highly probable USD and RMB income and expenditures. The treasury uses natural hedge to decrease the risk exposure in the foreign currency.
- iii. The Company's risk management policy is to hedge anticipated cash flows (mainly from export sales and purchase of inventory) in each major foreign currency.

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- v. The Company's businesses involve some non-functional currency operations (the Company's functional currency: NTD). The information on assets and liabilities denominated in foreign currencies whose values would be materially affected by the exchange rate fluctuations and analysis of foreign currency market risk arising from significant foreign exchange variation are as follows:

Year ended December 31, 2023

	Foreign currency amount (In thousands)	Exchange rate	Book value (In thousands of NTD)	Sensitivity analysis		
				Degree of variation	Effect on profit or loss	Effect on other comprehensive income
(Foreign currency: functional currency)						
<u>Financial assets</u>						
<u>Monetary items</u>						
USD : NTD	\$ 2,843	30.705	\$ 87,294	1%	\$ 873	\$ -
HKD : NTD	103	3.929	405	1%	4	-
EUR : NTD	895	33.980	30,412	1%	304	-
RMB : NTD	8,126	4.327	35,161	1%	352	-
<u>Non-monetary items</u>						
USD : NTD	\$ 158	30.660	\$ 4,835	1%	\$ -	\$ 48
RMB : NTD	318,155	4.327	1,561,350	1%	-	15,614
<u>Financial liabilities</u>						
<u>Monetary items</u>						
USD : NTD	\$ 3,586	30.705	\$ 110,108	1%	(1,101)	\$ -
EUR : NTD	116	33.980	3,942	1%	(39)	-
RMB : NTD	13,260	4.327	57,376	1%	(574)	-

The Company purchased 169 thousand common shares between October 26, 2021 and February 15, 2022. The acquisition price was NT\$23.6 per share. In addition, on February 24, 2022, the Board of Directors resolved to set the effective date of issuance of new shares on March 7, 2022 and the registration of changes had been completed on March 22, 2022.

Year ended December 31, 2022

	Foreign currency amount (In thousands)	Exchange rate	Book value (In thousands of NTD)	Sensitivity analysis		
				Degree of variation	Effect on profit or loss	Effect on other comprehensive income
(Foreign currency: functional currency)						
<u>Financial assets</u>						
<u>Monetary items</u>						
USD : NTD	\$ 6,365	30.710	\$ 195,469	1%	\$ 1,955	\$ -
HKD : NTD	1,293	3.938	5,092	1%	51	-
EUR : NTD	545	32.720	17,832	1%	178	-
RMB : NTD	18,764	4.408	82,712	1%	827	-
<u>Non-monetary items</u>						
USD : NTD	\$ 254	27.775	\$ 7,060	1%	\$ -	\$ 71
RMB : NTD	194,722	4.408	932,075	1%	-	9,321
<u>Financial liabilities</u>						
<u>Monetary items</u>						
USD : NTD	\$ 7,093	30.660	\$ 217,471	1%	(2,175)	\$ -
EUR : NTD	106	32.520	3,447	1%	(34)	-
RMB : NTD	12,068	4.383	52,894	1%	(529)	-

- vi. The total exchange gain (loss), including realised and unrealised, arising from significant foreign exchange variation on the monetary items held by the Company for the years ended December 31, 2023 and 2022, amounted to net gain of \$4,746 thousand and net loss of \$1,640 thousand, respectively.

Price risk

- i. The Company's equity securities, which are exposed to price risk, are the held financial assets at fair value through other comprehensive income.
- ii. The Company's investments in equity securities comprise shares issued by the domestic companies. The prices of equity securities would change due to the change of the future value of investee companies. If the prices of these equity securities had increased/decreased by 1% with all other variables held constant, For the years ended December 31, 2023 and 2022, other components of equity would have increased/decreased by \$48 thousand and \$346 thousand, respectively, as a result of other comprehensive income classified as equity investment at fair value through other comprehensive income.

Cash flow and fair value interest rate risk

For the years ended December 31, 2023 and 2022, the Company has no items with impact on profit (loss) due to changes in interest rates.

(b) Credit risk

- i. Credit risk refers to the risk of financial loss to the Company arising from default by the clients or counterparties of financial instruments on the contract obligations. The main factor is that counterparties could not repay in full the accounts receivable based on the agreed terms.
- ii. For banks and financial institutions, the Company transacts with a variety of banks and financial institutions, mainly domestic and overseas well-known financial institutions, to avoid concentration in any single counterparty and to minimise credit risk. The Company can only enter into the financial services and loan agreement provided by banks and financial institutions after being approved by the Board of Directors or authorised management according to the Company's delegation of authorisation policy. According to the Company's credit policy, each local entity in the Company is responsible for managing and analysing the credit risk for each of their new clients before standard payment and delivery terms and conditions are offered. Internal risk control assesses the credit quality of the customers, taking into account their financial position, past experience and other factors. Individual risk limits are set based on internal or external ratings in accordance with limits set by the Board of Directors. The utilisation of credit limits is regularly monitored.
- iii. The Company adopts the assumptions under IFRS 9, the default occurs when the contract payments are past due over 1 year.
- iv. The Company adopts following assumptions under IFRS 9 to assess whether there has been a significant increase in credit risk on that instrument since initial recognition: If the contract payments were past due over 30 days based on the terms, there has been a significant increase in credit risk on that instrument since initial

recognition.

- v. The Company applies the simplified approach using loss rate methodology to estimate expected credit loss under the provision matrix basis.
- vi. The Company used the forecastability to adjust historical and timely information to assess the default possibility of accounts receivable. As of December 31, 2023 and 2022, the loss rate methodology is as follows:

	Not past due	Up to 30 days past due	30~120 days past due	Over 120 days	Total
<u>December 31, 2023</u>					
Expected loss rate	0.00%	0.00%	2.41%	99.98%	
Total book value	\$ 83,546	\$ 6,940	\$ 953	\$ 4,120	\$ 95,559
Loss allowance	\$ -	\$ -	(\$ 23)	(\$ 4,119)	(\$ 4,142)
	Not past due	Up to 30 days past due	30~120 days past due	Over 120 days	Total
<u>December 31, 2022</u>					
Expected loss rate	-	0.00%	14.55%	0.00%	
Total book value	\$ 81,704	\$ 13,150	\$ 2,989	\$ -	\$ 97,843
Loss allowance	\$ -	\$ -	(\$ 435)	\$ -	(\$ 435)

- vii. Movements in relation to the Company applying the simplified approach to provide loss allowance for accounts receivable is as follows:

	<u>2023</u>
	<u>Accounts receivable</u>
At January 1	\$ 435
Provision for impairment	3,708
Effect of exchange rate changes	(1)
At December 31	<u>\$ 4,142</u>
	<u>2022</u>
	<u>Accounts receivable</u>
At January 1	\$ 81
Provision for impairment	353
Effect of exchange rate changes	1
At December 31	<u>\$ 435</u>

(c) Liquidity risk

- i. Cash flow forecasting is performed in the operating entities of the Company and aggregated by Company treasury. Company treasury monitors rolling forecasts of the Company's liquidity requirements to ensure it has sufficient cash to meet operational needs. Such forecasting takes into consideration the Company's debt financing plans, covenant compliance, compliance with internal balance sheet ratio targets and, if applicable external regulatory or legal requirements.

- ii. The Company invests surplus cash in interest bearing current accounts and money market deposits, choosing instruments with appropriate maturities or sufficient liquidity to provide sufficient head-room as determined by the above-mentioned forecasts.
- iii. As of December 31, 2023 and 2022, the Company's undrawn borrowing facilities both amounted to \$13,420 thousand.
- iv. The table below analyses the Company's non-derivative financial liabilities and net-settled or gross-settled derivative financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date for non-derivative financial liabilities and to the expected maturity date for derivative financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows.

Non-derivative financial liabilities:

	Less than 1 year	Between 1 and 2 years	Between 2 and 3 years	Between 3 and 5 years	Over 5 years
December 31, 2023					
Notes payable	\$ 101	\$ -	\$ -	\$ -	\$ -
Accounts payable	832	-	-	-	-
Accounts payable -related parties	158,287	-	-	-	-
Other payables	26,223	-	-	-	-
Other payables- related parties	2,403	-	-	-	-
Lease liabilities	7,466	7,466	495	-	-

Non-derivative financial liabilities:

	Less than 1 year	Between 1 and 2 years	Between 2 and 3 years	Between 3 and 5 years	Over 5 years
December 31, 2022					
Notes payable	\$ 31	\$ -	\$ -	\$ -	\$ -
Accounts payable	2,936	-	-	-	-
Accounts payable -related parties	252,188	-	-	-	-
Other payables	20,768	-	-	-	-
Other payables- related parties	1,356	-	-	-	-
Lease liabilities	856	-	-	-	-

(3) Fair value information

A. The different levels that the inputs to valuation techniques are used to measure fair value of financial and non-financial instruments have been defined as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date. A market is regarded as active where a market in which transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Unobservable inputs for the asset or liability.

B. Financial instruments not measured at fair value

The carrying amounts of the Company's financial instruments not measured at fair value (including cash and cash equivalents, notes receivable, accounts receivable, accounts receivable-related parties, other receivables, guarantee deposits paid, notes payable, accounts payable, accounts payable-related parties and other payables, other payable-related parties, guarantee deposits received, lease liabilities) are approximate to their fair values.

C. The related information of financial and non-financial instruments measured at fair value by level on the basis of the nature, characteristics and risks of the assets and liabilities is as follows:

(a) The related information of natures of the assets and liabilities is as follows:

December 31, 2023	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Assets				
<u>Recurring fair value measurements</u>				
Financial assets at fair value through other comprehensive income-equity securities	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 4,835</u>	<u>\$ 4,835</u>
December 31, 2022	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Assets				
<u>Recurring fair value measurements</u>				
Financial assets at fair value through other comprehensive income-equity securities	<u>\$ 27,540</u>	<u>\$ -</u>	<u>\$ 7,060</u>	<u>\$ 34,600</u>

(b) The Company used market quoted prices as the fair values of the instruments in Level 1.

Based on the characteristics, the closing prices are used for emerging shares.

D. For the years ended December 31, 2023 and 2022, there was no transfer between Level 1 and Level 2.

E. For the years ended December 31, movements on Level 3 are as follows:

	<u>2023</u>	<u>2022</u>
	<u>Equity instruments</u>	<u>Equity instruments</u>
At January 1	\$ 7,060	\$ 7,156
Loss recognized in other comprehensive income	(2,225)	(96)
At December 31	<u>\$ 4,835</u>	<u>\$ 7,060</u>

F. For the years ended December 31, 2023 and 2022, there was no transfer into or out from Level 3.

G. Experts and the Company's treasury department are in charge of valuation procedures for fair value measurements being categorised within Level 3, which is to verify independent fair value of financial instruments. Such assessment is to ensure the valuation results are reasonable by applying independent information to make results close to current market conditions, confirming the resource of information is independent, reliable and in line with other resources and represented as the exercisable price, and frequently calibrating valuation model, performing back-testing, updating inputs used to the valuation model and making any other necessary adjustments to the fair value.

H. The following is the qualitative information of significant unobservable inputs and sensitivity analysis of changes in significant unobservable inputs to valuation model used in Level 3 fair value measurement:

	<u>Fair value at December 31, 2023</u>	<u>Valuation technique</u>	<u>Significant unobservable input</u>	<u>Range</u>	<u>Relationship of inputs to fair value</u>
Non-derivative equity instrument:					
Unlisted shares	\$ 4,835	Market comparable companies	Price to book ratio	0.76	The higher the multiple, the higher the fair value
	<u>Fair value at December 31, 2022</u>	<u>Valuation technique</u>	<u>Significant unobservable input</u>	<u>Range</u>	<u>Relationship of inputs to fair value</u>
Non-derivative equity instrument:					
Unlisted shares	\$ 7,060	Market comparable companies	Price to book ratio	0.76	The higher the multiple, the higher the fair value

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- I. The Company has carefully assessed the valuation models and assumptions used to measure fair value; therefore, the fair value measurement is reasonable. However, use of different valuation models or assumptions may result in difference measurement. The following is the effect of profit or loss or of other comprehensive income from financial assets and liabilities categorised within Level 3 if the inputs used to valuation models have changed:

				<u>December 31, 2023</u>	
				<u>Recognised in other comprehensive income</u>	
	<u>Input</u>	<u>Change</u>		<u>Favourable change</u>	<u>Unfavourable change</u>
Financial assets					
Equity securities	Price to book ratio	± 5%	\$	31 (\$	31)
				<u>December 31, 2022</u>	
				<u>Recognised in other comprehensive income</u>	
	<u>Input</u>	<u>Change</u>		<u>Favourable change</u>	<u>Unfavourable change</u>
Financial assets					
Equity securities	Price to book ratio	± 5%	\$	379 (\$	379)

13. SUPPLEMENTARY DISCLOSURES

(1) Significant transactions information

- A. Loans to others: None.
- B. Provision of endorsements and guarantees to others: Please refer to table 1.
- C. Holding of marketable securities at the end of the period (not including subsidiaries, associates and joint ventures): Please refer to table 2.
- D. Acquisition or sale of the same security with the accumulated cost exceeding NT\$300 million or 20% of the Company's paid-in capital: Please refer to table 3.
- E. Acquisition of real estate reaching NT\$300 million or 20% of paid-in capital or more: None.
- F. Disposal of real estate reaching NT\$300 million or 20% of paid-in capital or more: None.
- G. Purchases or sales of goods from or to related parties reaching NT\$100 million or 20% of paid-in capital or more: Please refer to table 3.
- H. Receivables from related parties reaching NT\$100 million or 20% of paid-in capital or more: Please refer to table 4.
- I. Trading in derivative financial instruments undertaken during the reporting periods: None.
- J. Significant inter-company transactions during the reporting periods: Please refer to table 5.

(2) Information on investees

Names, locations and other information of investee companies (not including investees in Mainland China): Please refer to table 6.

(3) Information on investments in Mainland China

A. Basic information: Please refer to table 7.

B. Significant transactions, either directly or indirectly through a third area, with investee companies in the Mainland Area: Significant transactions, either directly or indirectly through a third area, with investee companies in the Mainland Area for the year ended December 31, 2023 are provided in Note 13(1) J.

(4) Major shareholders information

Major shareholders information: Please refer to table 8.

14. SEGMENT INFORMATION

None.

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TONS LIGHTOLOGY INC.
Provision of endorsements and guarantees to others
Year ended December 31, 2023

Table 1

Expressed in thousands of NTD
(Except as otherwise indicated)

Number (Note 1)	Endorser/ guarantor	Party being endorsed/guaranteed Company name	Relationship with the endorser/ guarantor (Note 2)	Limit on endorsements/ guarantees provided for a single party (Note 3)	Maximum outstanding endorsement/ guarantee amount as of December 31, 2022 (Note 4)	Outstanding endorsement/ guarantee amount at December 31, 2022 (Note 4)	Actual amount drawn down (Note 4)	Amount of endorsements / guarantees secured with collateral	Ratio of accumulated endorsement/ guarantee amount to net asset value of the endorser/ guarantor company	Ceiling on total amount of endorsements/ guarantees provided (Note 3)	Provision of	Provision of	Provision of	Footnote
											endorsements / guarantees by parent company to subsidiary (Note 5)	endorsements / guarantees by subsidiary to parent company (Note 5)	endorsements / guarantees by the party in Mainland China (Note 5)	
1	HONG BO INVESTMENT CO., LTD.	TONS LIGHTOLOGY INC.	(3)	\$ 46,073	\$ 15,800	\$ 15,800	\$ 15,800	-	24.01	\$ 46,073	N	Y	N	-

Note 1: The numbers filled in for the endorsements/guarantees provided by the Company or subsidiaries are as follows:

- (1) The Company is '0'.
- (2) The subsidiaries are numbered in order starting from '1'.

Note 2: Relationship between the endorser/guarantor and the party being endorsed/guaranteed is classified into the following seven categories; fill in the number of category each case belongs to:

- (1) Having business relationship.
- (2) The endorser/guarantor parent company owns directly and indirectly more than 50% voting shares of the endorsed/guaranteed subsidiary.
- (3) The endorsed/guaranteed company owns directly and indirectly more than 50% voting shares of the endorser/guarantor parent company.
- (4) The endorser/guarantor parent company owns directly and indirectly more than 90% voting shares of the endorsed/guaranteed company.
- (5) Mutual guarantee of the trade made by the endorsed/guaranteed company or joint contractor as required under the construction contract.
- (6) Due to joint venture, all shareholders provide endorsements/guarantees to the endorsed/guaranteed company in proportion to its ownership.
- (7) Joint guarantee of the performance guarantee for pre-sold home sales contract as required under the Consumer Protection Act.

Note 3: Ceiling on total amount of and limit on endorsements/guarantees provided by HONG BO INVESTMENT CO., LTD. to others or a single party both are 70% of its current net assets.

Note 4: It was the joint guarantor for the construction contract undertaken by TONS LIGHTOLOGY INC.

Note 5: Fill in 'Y' for those cases of provision of endorsements/guarantees by listed parent company to subsidiary and provision by subsidiary to listed parent company, and provision to the party in Mainland China.

TONS LIGHTOLOGY INC.

Holding of marketable securities at the end of the period (not including subsidiaries, associates and joint ventures)

December 31, 2023

Table 2

Expressed in thousands ofNTD

(Except as otherwise indicated)

Securities held by	Marketable securities (Note 1)	Relationship with the securities issuer	General ledger account	As of December 31, 2022				Footnote
				Number of shares	Book value	Ownership (%)	Fair value	
TONS LIGHTOLOGY INC.	Share ownership / TITAN AURORA INC.	None	Financial assets at fair value through other comprehensive income - non-current	1,900	\$ 4,835	19.00	\$ 4,835	-
				Total	4,835	Total	4,835	

Note 1: Marketable securities in the table refer to stocks, bonds, beneficiary certificates and other related derivative securities.

TONS LIGHTOLOGY INC. AND SUBSIDIARIES
Acquisition or sale of the same security with the accumulated cost exceeding \$300 million or 20% of the Company's paid-in capital
Year ended December 31, 2023

Table 3

Expressed in thousands of NTD
(Except as otherwise indicated)

Investor	Marketable securities	General ledger	Counterparty	Relationship with the investor	Balance as at January 1, 2015		Addition (Note 3)		Disposal (Note 3)			Other changes in increases/decreases		Balance as at June 30, 2015		
					Number of shares	Amount	Number of shares	Amount	Number of shares	Selling price	Book value	Gain (loss) on disposal	Number of shares	Amount	Number of shares	Amount
TONS LIGHTOLOGY INC.	Stocks	Investments accounted for using equity method	StrongLED Lighting System (Cayman) Co., Ltd.	-	5,380	\$ 87,236	31,630	\$ 598,925	-	\$ -	\$ -	\$ -	-	(\$ 14,873)	37,010	\$ 671,288

Note 1: Marketable securities in the table refer to stocks, bonds, beneficiary certificates and other related derivative securities.

Note 2: Fill in the columns the counterparty and relationship if securities are accounted for under the equity method; otherwise leave the columns blank.

Note 3: Aggregate purchases and sales amounts should be calculated separately at their market values to verify whether they individually reach NT\$300 million or 20% of paid-in capital or more.

Note 4: Paid-in capital referred to herein is the paid-in capital of parent company. In the case that shares were issued with no par value or a par value other than NT\$10 per share, the 20% of paid-in capital shall be replaced by 10% of equity attributable to owners of the parent in the calculation.

Note 5: The stock of Strong LED Lighting Systems (Cayman) Co., Ltd. held by the Company's subsidiary, Hong Bo Investment Co., Ltd., was recorded as current financial assets at fair value through profit or loss of 3,680 thousand shares for \$59,616 thousand, of which held by the Company was recorded as non-current financial asset measured at fair value through other comprehensive income of 1,700 thousand shares for \$27,540 thousand.

TONS LIGHTOLOGY INC.

Purchases or sales of goods from or to related parties reaching NT\$100 million or 20% of paid-in capital or more

Year ended December 31, 2023

Table 4

Expressed in thousands of NTD

(Except as otherwise indicated)

Purchaser/seller	Counterparty	Relationship with the counterparty	Transaction			Differences in transaction terms compared to third party transactions			Notes/accounts receivable (payable)		Footnote
			Purchases (sales)	Amount	Percentage of total purchases (sales)	Unit price	Credit term	Balance	Percentage of total notes/accounts receivable (payable)		
TONS LIGHTOLOGY INC.	TITAN LIGHTING CO., LTD.	Subsidiary of the Company	Purchases	\$ 442,604	94	Note 2	Note 1	(\$ 149,956)	(94)	Note 3	
						90 days after monthly billing for purchases					

Note 1: Transaction amount is based on the transfer pricing policy of Tons Lightology Inc. The credit term is 90 days after monthly billing for purchases and payment is made timely according to the capital needs of subsidiaries.

Note 2: There are no purchases (sales) of the same products, thus, no third party transaction can be compared with.

Note 3: The transactions were eliminated when preparing the consolidated financial statements.

TONS LIGHTOLOGY INC.

Receivables from related parties reaching NT\$100 million or 20% of paid-in capital or more

Year ended December 31, 2023

Table 5

Expressed in thousands of NTD

(Except as otherwise indicated)

Creditor	Counterparty	Relationship with the counterparty	Balance as at December 31, 2023 (Note 2)	Turnover rate	Overdue receivables		Amount collected subsequent to the balance sheet date (Note 1)	Allowance for doubtful accounts
					Amount	Action taken		
TITAN LIGHTING CO., LTD.	TONS LIGHTOLOGY INC.	Parent company	Accounts receivable \$149,956	2.23	\$ -	-	\$ 85,971	\$ -

Note 1: Subsequent collection is the amount of receivables collected from related parties as of February 27, 2024.

Note 2: The transactions were eliminated when preparing the consolidated financial statements.

TONS LIGHTOLOGY INC.
Significant inter-company transactions during the reporting period
Year ended December 31, 2023

Table 6

Expressed in thousands of NTD
(Except as otherwise indicated)

Number (Note 1)	Company name	Counterparty	Relationship (Note 2)	Transaction			Percentage of consolidated total operating revenues or total assets (Note 3)
				General ledger account	Amount (Note 4)	Transaction terms	
0	TONS LIGHTOLOGY INC.	TITAN LIGHTING CO., LTD.	(1)	(Purchases)	\$ 442,604	90 days after monthly billing for purchases	54.51
0	TONS LIGHTOLOGY INC.	TITAN LIGHTING CO., LTD.	(1)	(Accounts payable)	(149,956)	90 days after monthly billing for purchases	6.84
		TONS LIGHTOLOGY INC.	-2	(Current financial assets at (fair value through profit or loss)	62,896)	-	2.87
	1 HONGBO INVESTMENT CO., LTD.						

Note 1: The numbers filled in for the transaction company in respect of inter-company transactions are as follows:

- (1) Parent company is '0'.
- (2) The subsidiaries are numbered in order starting from '1'.

Note 2: Relationship between transaction company and counterparty is classified into the following three categories:

- (1) Parent company to subsidiary.
- (2) Subsidiary to parent company.
- (3) Subsidiary to subsidiary.

Note 3: Regarding percentage of transaction amount to consolidated total operating revenues or total assets, it is computed based on period-end balance of transaction to consolidated total assets for balance sheet accounts and based accumulated transaction amount for the period to consolidated total operating revenues for income statement accounts.

Note 4: Transaction amounts account for at least NTD 30 million.

TONS LIGHTOLOGY INC.
Information on investees
Year ended December 31, 2023

Table 7

Expressed in thousands of NTD
(Except as otherwise indicated)

Investor	Investee	Location	Main business activities	Initial investment amount		Shares held as at December 31, 2023			Net profit (loss) of the investee for the year ended December 31, 2023	Investment income (loss) recognised by the Company for the year ended December 31, 2023	Footnote
				Balance as at December 31, 2023	Balance as at December 31, 2022	Number of shares	Ownership (%)	Book value			
TONS LIGHTOLOGY INC.	WORLD EXTEND HOLDING INC.	Samoa	Reinvestment company	\$ 545,972	\$ 545,972	18,333,402	100.00	\$ 890,062	(\$ 9,302)	(\$ 9,068)	Subsidiary (Note 1, 4)
TONS LIGHTOLOGY INC.	HONG BO INVESTMENT CO., LTD.	Taiwan	Reinvestment company	85,000	135,000	6,000,000	100.00	65,818	3,760	3,760	Subsidiary (Note 4)
TONS LIGHTOLOGY INC.	ART SO TRADING LIMITED	Samoa	Wholesale of furniture	-	70,000	-	0.00	-	(2,441)	(22,099)	Note 3,5
TONS LIGHTOLOGY INC.	ART SO INTERNATIONAL, INC	Taiwan	Wholesale of furniture	-	15,000	-	0.00	-	(17,047)	(8,887)	Note 3,5
TONS LIGHTOLOGY INC.	StrongLED Lighting System (Cayman) Co., Ltd.	Cayman Islands	Reinvestment company	600,337	-	37,010,000	100.00	671,288	(19,644)	(3,069)	Subsidiary (Note 4)
StrongLED Lighting System (Cayman) Co., Ltd.	Mentality International Corporation	British Virgin Islands	Reinvestment company	455,381	455,381	15,133,000	100.00	545,905	(40,798)	-	Indirect subsidiary (Note 2,4)
StrongLED Lighting System (Cayman) Co., Ltd.	StrongLED Smart Lighting(Cayman)Co., Ltd.	Cayman Islands	Reinvestment company	109,810	109,810	2,790,300	100.00	(1,741)	25,635	-	Indirect subsidiary (Note 2,4)
WORLD EXTEND HOLDING INC.	LUMINOUS HOLDING INCORPORATED	Samoa	Reinvestment company	100,590	100,590	3,250,000	100.00	75,280	(6,149)	-	Indirect subsidiary (Note 2,4)
WORLD EXTEND HOLDING INC.	GREATSUPER TECHNOLOGY LIMITED	British Virgin Islands	Reinvestment company	500,917	500,917	27,666	100.00	772,286	(3,829)	-	Indirect subsidiary (Note 2,4)

Note 1: Including investment income (loss) used to offset against upstream transactions.

Note 2: The investees are the Company's second-tier subsidiaries and investee of such subsidiaries. Investment income (loss) is not disclosed.

Note 3: The investees are the Company's reinvestments accounted for using equity method.

Note 4: The transactions were eliminated when preparing the consolidated financial statements.

Note 5: Art So Trading Limited was liquidated on June 30, 2023, and its equity interests in Art So International, Inc. was sold and transferred based on the shareholding ratio. After the transfer, the Group's number of shares of Art So International, Inc. was increased from 1,500,000 shares to 2,199,628 shares. Additionally, on October 26, 2023, the Board of Directors resolved to dispose the equity interests in Art So International, Inc. on October 31, 2023.

TONS LIGHTOLOGY INC. AND SUBSIDIARIES

Information on investments in Mainland China

Year ended December 31, 2023

Table 8

Expressed in thousands of NTD

(Except as otherwise indicated)

Investee in Mainland China	Main business activities	Paid-in capital	Investment method	Amount remitted from Taiwan to Mainland China/ Amount remitted back to Taiwan for the nine months ended September 30, 2023			Accumulated amount of remittance from Taiwan to Mainland China as of December 31, 2023	Net income of investee as of December 31, 2023	Ownership held by the Company (direct or indirect)	Investment income (loss) recognised by the Company for the year ended December 31, 2023	Book value of investments in Mainland China as of December 31, 2023	Accumulated amount of investment income remitted back to Taiwan as of December 31, 2023	Footnote
				Accumulated amount of remittance from Taiwan to Mainland China as of January 1, 2023	Remitted to Mainland China	Remitted back to Taiwan							
TITAN LIGHTING CO., LTD.	Design of products, manufacturing of hardware parts, and production and trading of lamps and accessories	\$ 376,213	(2)	\$ 368,845	\$ -	\$ -	\$ 368,845	(\$ 2,147)	100.00	(\$ 2,147)	\$ 630,229	\$ 156,504	Note 1,2,3,4,5
ZHONGSHAN TONS LIGHTING CO., LTD.	Design of products, manufacturing of hardware parts, and production and trading of lamps and accessories	110,538	(2)	110,585	-	-	110,585	(1,724)	100.00	(1,724)	111,229	-	Note 1,2,4,5
SHANGHAI TONS LIGHTOLOGY CO., LTD.	Sales of various lighting products and accessories	98,256	(2)	42,842	-	-	42,842	(6,136)	100.00	(6,136)	73,902	-	Note 1,2,4,5,6
StrongLED Lighting Systems(Suzhou) Co. Ltd.	Research, development, production and sales of LED semiconductor application and other products	350,160	(2)	43,299	-	-	43,299	(53,635)	100.00	1,786	561,298	510	Note 1,2,4,5,7
Shanghai Daxiagu Photoelectricity Technology Co., Ltd.	Research, development, production and sales of LED semiconductor application and other products	31,593	(2)	901	-	-	901	(1,191)	100.00	(584)	14,375	-	Note 1,2,4,5,7
ART SO ZHONG TRADING LIMITED	Trade of furniture	13,817	(2)	6,206	-	-	6,206	-	0.00	-	-	-	Note 1,8
Shanghai Art So Zhong Trading Limited	Trade of furniture	24,664	(2)	15,455	-	-	15,455	-	0.00	-	-	-	Note 1,8
BEIJING ARTSO FURNITURE CO.,LTD	Trade of furniture	24,664	(2)	17,730	-	-	~33547,730	-	0.00	-	-	-	Note 1,8

Note 1: Investment methods are classified into the following three categories:

- (1) Directly invest in a company in Mainland China.
- (2) Through investing in an existing company in the third area, which then invested in the investee in Mainland China. (Titan Lighting Co., Ltd. and Zhongshan Tons Lighting Co., Ltd. reinvested through World Extend Holding Inc.; ShangHai Grand Canyon LED Lighting Systems Co., Ltd. and Grand Canyon Opto Tech (Su Zhou) Co.,Ltd. reinvested through StrongLED Lighting System (Cayman) Co., Ltd.) ART SO ZHONG TRADING LIMITED, Shanghai Art So Zhong Trading Limited and BEIJING ARTSO FURNITURE CO., LTD reinvested through ART SO TRADING LIMITED)
- (3) Others.

Note 2: Investment income (loss) recognised by the Company for the year ended December 31, 2023 is based on financial statements audited and attested by R.O.C. parent company's CPA.

Note 3: Accumulated amount of remittance from Taiwan to Mainland China as of January 1, 2022, including \$34,945 thousand for the share ownership in Hong Bo Investment Co., Ltd., an investee company that has conducted a short-form merger.

Note 4: Paid-in capital of Titan Lighting Co., Ltd., Zhongshan Tons Lighting Co., Ltd., SHANGHAI TONS LIGHTOLOGY CO., LTD., Grand Canyon Opto Tech (Su Zhou) Co.,Ltd. and ShangHai Grand Canyon LED Lighting Systems Co.,Ltd. of USD \$12,253 thousand, USD \$3,600 thousand, USD \$3,200 thousand, USD \$11,404 thousand and USD \$7,278 thousand, respectively, was translated at the average buying and selling spot rate on December 31, 2023.

Note 5: Accumulated investment amount in Titan Lighting Co., Ltd., Zhongshan Tons Lighting Co., Ltd., SHANGHAI TONS LIGHTOLOGY CO., LTD., Grand Canyon Opto Tech (Su Zhou) Co.,Ltd. and ShangHai Grand Canyon LED Lighting Systems Co.,Ltd. of USD \$11,816 thousand ,USD \$3,577 thousand ,USD \$1,400 thousand ,NTD \$43,299 thousand and ,NTD \$901 thousand, respectively, was translated at the exchange rate at the initial investment.

Note 6: SHANGHAI TONS LIGHTOLOGY CO., LTD. has USD 3,200 thousand paid-in capital, which was composed by reinvestment of the third party, WORLD EXTEND HOLDING INC, through LUMINOUS HOLDING INCORPORATED of USD 1,800 thousand, and the remittances from Taiwan through WORLD EXTEND HOLDING INC and LUMINOUS HOLDING INCORPORATED to reinvest USD 1,400 thousand.

Note 7: ShangHai Grand Canyon LED Lighting Systems Co., Ltd. and Grand Canyon Opto Tech (Su Zhou) Co., Ltd. reinvested through StrongLED Lighting System (Cayman) Co., Ltd. The investment was recorded as available-for-sale financial assets - non-current. Therefore, the Company did not recognise investment income (loss) and the investment at its book value individually for the investees in Mainland China.

Note 8: ART SO ZHONG TRADING LIMITED, Shanghai Art So Zhong Trading Limited and BEIJING ARTSO FURNITURE CO.,LTD reinvested through ART SO TRADING LIMITED. Therefore, the Company did not recognise investment income (loss) and the investment at its book value individually for the investees in Mainland China.

Company name	Investment amount approved by the Investment Commission of the Ministry of Economic Affairs (MOEA)	Investment amount approved by the Investment Commission of the Ministry of Economic Affairs (MOEA)	Investment amount approved by the Investment Commission of the Ministry of Economic Affairs (MOEA)	Investment
				Ceiling on approved investments in Mainland China imposed by the Economic Investment Commission of MOEA
	(Note 1)	(Notes 2)	(Note 3)	
TONS LIGHTOLOGY INC.	\$ 605,863	\$ 1,128,280	\$ 965,906	

Note 1: Accumulated amount of remittance from Taiwan to Mainland China as of December 31, 2023 was USD \$18,067 thousand and NTD \$44,200 thousand, including USD \$1,059 thousand for the share ownership in Hong Bo Investment Co., Ltd., an investee company that has conducted a short-form merger, the cash amounts of USD which was calculated at the actual exchange rate at outward remittance.

Note 2: Approved amount was USD \$35,306 thousand and NTD \$44,200 thousand (including own funds of USD \$1,800 thousand of the investee, World Extend Holding Inc., located in the third area and has been translated at the average buying and selling spot rate on December 31, 2023).

Note 3: Ceiling on investments was calculated based on the limit (60% of net assets) specified in "Regulations Governing Security Investment and Technical Cooperation in the Mainland Area" imposed by the Ministry of Economic Affairs.

TONS LIGHTOLOGY INC. AND SUBSIDIARIES

Major shareholders information

December 31, 2023

Table 9

Name of major shareholders	Shares	
	Number of shares held	Ownership (%)
TANG,SHIH-CHUAN	3,535,633	6.09%
APOLLOSTARGROUPLT	2,906,976	5.01%
GLORYCITYWORLDWIDE	2,906,976	5.01%

Description: If a company applies to the Taiwan Depository & Clearing Corporation for the information of the table, the following can be explained in the notes of the table.

- (a) The major shareholders information was from the data that the Company issued common shares (including treasury shares) and preference shares in dematerialised form which were registered and held by the shareholders above 5% on the last operating date of each quarter and was calculated by Taiwan Depository & Clearing Corporation. The share capital which was recorded on the financial statements may be different from the actual number of shares in dematerialised form due to the difference of calculation basis.
- (b) If the aforementioned data contains shares which were kept at the trust by the shareholders, the data was disclosed as separate account of client which was set by the trustee. As for the shareholder who reports share equity as an insider whose shareholding ratio is greater than 10% in accordance with Securities and Exchange Act, the shareholding ratio including the self-owned shares and trusted shares, at the same time, persons who have power to decide how to allocate the trust assets. For the information of reported share equity of insiders, please refer to Market Observation Post System.

VII. Review of Financial Conditions, Financial Performance, and Risk Management

7.1 Analysis of Financial Status

Unit: NT\$ thousands

Item	Year	2023	2022	Difference	
				Amount	%
Current Assets		1,424,432	982,607	441,825	44.96
Long term Investment (note1)		4,835	66,830	(61,995)	(92.77)
Property, Plant and Equipment		447,437	225,984	221,453	97.99
Right-of-use assets		103,130	29,634	73,496	248.01
Investment Property		115,956	0	115,956	100.00
Intangible assets		29,796	1,375	28,421	2,066.98
Other Assets		65,328	11,979	53,349	445.35
Total Assets		2,190,914	1,318,409	872,505	66.18
Current Liabilities		495,936	169,479	326,457	192.62
Non-current liabilities		85,135	14,693	70,442	479.43
Total Liabilities		581,071	184,172	396,899	215.50
Capital stock		579,966	394,223	185,743	47.12
Capital surplus		838,243	505,884	332,359	65.70
Retained Earnings		296,935	327,424	(30,489)	(9.31)
Other equity interest		(90,929)	(78,922)	(12,007)	15.21
Treasury shares		(14,372)	(14,372)	0	0.00
Total Stockholders' Equity		1,609,843	1,134,237	475,606	41.93
<p>Explanation of the major reason for the major changes in items of assets, liabilities and shareholders' equity (with the change of 20% or NT\$10 million), and their impact and countermeasures.</p> <ol style="list-style-type: none"> 1. Increase in current assets: An increase of NT\$553,245 thousand due to the merger of StrongLED. 2. Decrease in long-term investment: A decrease of NT\$32,230 thousand due to the disposal of investment in ARTSO INTERNATIONAL, INC. under the equity method; also, merged StrongLED's assets measured through other comprehensive profits and losses for 1,700 thousand shares, NT\$27,540 					

- thousand, converted into equity.
3. Increase in property, plants and equipment: An increase of NT\$256,302 thousand due to the merger of StrongLED.
 4. Increase in right-of-use assets: An increase of NT\$62,395 thousand due to the merger of StrongLED.
 5. Increase in investment property: Resulted from the merger of StrongLED.
 6. Increase in intangible assets: An increase of NT\$21,036 thousand due to the merger of StrongLED.
 7. Increase in other assets: Mainly due to the increase in deferred income tax assets for an amount of NT\$44,299 thousand and in other assets for an amount of NT\$5,181 thousand after the merger of StrongLED.
 8. Increase in current liabilities: An increase of NT\$349,428 thousand after the merger of StrongLED.
 9. Increase in noncurrent liabilities: The Board of Directors resolved the transfer-in of the earnings of GreatSuper Technology Limited, the subsidiary, from 50% to 75%, and appropriated additional deferred income tax liabilities for an amount of NT\$28,887 thousand. In addition, the increase in deferred income tax liabilities for an amount of NT\$25,209 thousand and in other liabilities for an amount of NT\$12,489 thousand after the merger of StrongLED.
 10. Increase in capital stock: An increase of NT\$183,895 thousand after the merger of StrongLED.
 11. Increase in additional paid-in capital: An increase of NT\$329,173 thousand after the merger of StrongLED.
 12. Decrease in retained earnings: The net income for the current period was NT\$49,068 thousand, which was reduced by NT\$63,173 thousand for the distribution of cash dividends, and due to the merger of StrongLED, the financial assets measured through other comprehensive profits and losses for 1,700 thousand shares originally held was with a realized loss of NT\$16,624 thousand recognized due to the merger of StrongLED.
 13. Decrease in other equity: It was mainly due to the recognition of the decrease in cumulative conversion adjustments of long-term investment resulted from RMB depreciation for an amount of NT\$15,049 thousand and the decrease in cumulative conversion adjustment of StrongLED for an amount of NT\$11,838 thousand. In addition, the 1,700 thousand shares of financial assets measured through other comprehensive profits and losses were acquired through the merger of StrongLED was with losses realized and then transferred to the retained earnings for an increase of NT\$16,624 thousand.

Note1 : Long-term investment includes non-current financial assets at fair value through other comprehensive income and investments using equity method

- **Effect of changes on the company’s financial condition:**

The Company’s financial condition has not changed significantly.

- **Future response actions:** Not applicable

7.2 Analysis of Financial Performance

Unit: NT\$ thousands

Item	Year	2023	2022	Difference	
				Amount	%
Net Sales		811,933	913,801	(101,868)	(11.15)
Cost of Sales		553,832	616,295	(62,463)	(10.14)
Gross Profit		258,101	297,506	(39,405)	(13.25)
Operating Expenses		260,123	211,067	49,056	23.24
Operating Income		(2,022)	86,439	(88,461)	(102.34)
Non-operating Income and Loss		73,940	(12,991)	86,931	(669.16)
Income Before Tax		71,918	73,448	(1,530)	(2.08)
Tax Benefit (Expense)		(22,850)	(21,054)	(1,796)	8.53
Net income		49,068	52,394	(3,326)	(6.35)

The main reason for the change of 20% or NT\$10 million and its impact are analyzed as follows:

1. Increase in operating expenses: Exhibitions were attended and business trips were made with advertising expenses and travel expenses increased due to the lift of border control after pandemic in 2023. The fees for legal service, brokerage counseling, and China Securities Regulatory Commission filings related to the merger transaction were for an amount of NT\$ 9,086 thousand. In addition, After the merger, StrongLED's operating expenses of RMB 24,291,000 will also be included.
2. Decrease in operating profit: A decrease in revenue and economies of scale in Europe due to the factors of inflation, interest rate increases, the Ukraine-Russia war, etc., resulting in a decrease in operating profit.
3. Increase in non-operating income and expenses: The merger of StrongLED was with non-operating low-cost purchase interests of NT\$85,857 thousand recognized.

- **Effect of changes on the company’s future business:** The Company’s business scope has not changed significantly.

- **Future response actions:** Not applicable

The estimated sales volume in next annual period and the references, and potential effects on the company's future financial status and countermeasures are described as below

A. Estimated sales volume in Next Annual Period and the References

In recent years, with the continuously improved technology and the trend of development of energy-efficient and energy-saving lighting fixtures promoted by governments around the globe, the demand and market for replacing old products with lighting fixtures of new generations has been increased year by year. Due to the continuous changes and diversification of combinations of lighting fixtures and light, the Company continues to develop new products in order to satisfy demands from the industry trend. However, high interest rates, high inflation, unsatisfactory economic performance after the pandemic in mainland China, added with global geopolitical trends toward group confrontation have adversely affected global economic development and social stability this year, weakened global demand for finished products, and caused stagnant economic activities in many countries; therefore, global economic performance had not been improved significantly in 2023. Due to the ease of inflation, the U.S. dollar interest rate increase, and other unfavorable factors, the economy is expected to grow profoundly and steadily in 2024. In order to expand operational efficiency, the Company acquired StrongLED this year through a share conversion and issuance of new shares this year. It is possible to expand the Group's product applications and market share through the comprehensive integration of the resources of both parties.

B. Potential Effects on the Company's future Financial Status and Countermeasures

a. Products

- (a) Continue to enhance competitiveness of indoor lighting products: The Company will continue to complete the series of indoor lighting fixture products and invest in the development of low-cost light fixtures for meeting customer's needs due to the emerging of mass market of LED.
- (b) Continue to expand the market of outdoor lighting products: The Company will continue to complete the development of outdoor lighting fixtures series to create future growth momentum.

b. Marketing

- (a) Promote green lighting and continue to develop new products.
- (b) Enhance product value and maintain price competitiveness.

- (c) Secure the existing market and develop emerging market with potentials.
- (d) Participate in international exhibitions and commit to promote the Company's private brands.

c. Production

- (a) Simplify the product lines, use common parts, and build safety stock for the frequently used parts in order to shorten delivery lead time.
- (b) Enhance automated production, improve manufacturing processes, increase efficiency, and reduce the impact of rising labor cost.

d. Future Development Strategies of the Company

The business model of ODM and OEM and branding will be maintained and continued. In terms of ODM and OEM business, the Company will continue to attract more big customers in Europe for cooperation. In terms of branding business, due to our significant achievement in the cross-strait markets, more investment would be conducted in the Greater China Area in order to create a stable revenue source.

7.3 Analysis of Cash Flow

7.3.1 Cash Flow Analysis for the Current Year

Item	Year	2023	2022	Variance (%)
Cash Flow Ratio (%)		26.69	112.40	(76.25)
Cash Flow Adequacy Ratio (%)		131.21	117.47	11.70
Cash Reinvestment Ratio (%)		2.87	6.41	(55.23)
Analysis of financial ratio change: 1. Decrease in cash flow ratio: The operating cash flow decreased due to the decrease in profits, but the current liabilities increased significantly due to the merger of StrongLED. 2. Decrease in cash reinvestment ratio: The operating cash flow decreased due to the decrease in profits, but the gross profit of fixed assets increased significantly due to the merger of StrongLED.				

7.3.2 Remedy for Cash Deficit and Liquidity Analysis

The Company had no cash deficit.

7.3.3 Cash Flow Analysis for the Coming Year

Unit: NT\$ thousands

Cash and Cash Equivalents, Beginning of Year (1)	Estimated Net Cash Flow from Operating Activities	Estimated Cash Outflow (3)	Cash Surplus (Deficit) (1)+(2)-(3)	Leverage of Cash Surplus (Deficit)	
				Investment Plans	Financing Plans
406,694	82,574	98,733	390,535	-	-
<p>1. Analysis of change in cash flow in the coming year:</p> <p>(1) Operating activities: Refer to the estimated cash inflows arising from profits.</p> <p>(2) Investing and financing activities: Cash dividends distribution, purchase of equipment.</p> <p>2. Remedy for Cash Deficit and Liquidity Analysis: N/A.</p>					

7.4 Major Capital Expenditure Items

None

7.5 Investment Policy in the Last Year, Main Causes for Profits or Losses, Improvement Plans and Investment Plans for the Coming Year

7.5.1 Investment Policy

The purpose of the Company's investment policy is to reduce the cost of production, expand marketing channels, and improve the Company's competitiveness.

7.5.2 Investment in the Last Year, Main Causes for Profits or Losses and Improvement Plans

As of 12/31/2023 Unit: NT\$ thousands

Name of investor	Name of subsidiary	Amount of Profits made by Invested Companies in 2023	Amount of Profits (losses) recognized by the Company in 2023	Reasons for Gain or Loss	Action Plan
TONS LIGHTOLOGY INC.	WORLD EXTEND HOLDING INC.	(9,302)	(9,068)	Recognition of gains or losses on investment of GS and TL.	None
TONS LIGHTOLOGY INC.	HONG BO INVESTMENT CO., LTD.	3,760	3,760	Gains or losses arising from operation of investment business.	None
TONS LIGHTOLOGY INC.	ART SO TRADING LIMITED	(2,441)	(22,099)	Losses on a 48.57% equity interest in business	Equity disposed
TONS LIGHTOLOGY INC.	ARTSO INTERNATIONAL , INC.	(17,047)	(8,887)	Losses on a 43.99% equity interest in business	Equity disposed
TONS LIGHTOLOGY INC.	STRONGLED LIGHTING SYSTEMS (CAYMAN) CO., LTD.	(19,644)	(3,069)	Investment profits and losses recognized after the merger with share conversion completed on October 31, 2023.	None
STRONGLED LIGHTING SYSTEMS (CAYMAN) CO., LTD.	MENTALITY INTERNATIONAL CORPORATION	(40,798)	-	Recognition of gains or losses on investment of StrongLED Lighting Systems (Suzhou) Co., Ltd.	None
STRONGLED LIGHTING SYSTEMS (CAYMAN) CO., LTD.	STRONGLED SMATR LIGHTING(CAYMAN)CO., LTD.	25,635	-	Recognition of gains or losses on investment	None
WORLD EXTEND HOLDING INC.	LUMINOUS HOLDING INCORPORATED	(6,149)	-	Recognition of investment profit/loss of invested business Shanghai Tons.	None
WORLD EXTEND HOLDING INC.	GREATSUPER TECHNOLOGY LIMITED	(3,829)	-	Recognition of gains or losses on investment of Titan Lighting Co., Ltd. and Zhongshan Tons Lighting Co., Ltd.	None

Name of investor	Name of subsidiary	Amount of Profits made by Invested Companies in 2023	Amount of Profits (losses) recognized by the Company in 2023	Reasons for Gain or Loss	Action Plan
GREATSUPER TECHNOLOGY LIMITED	TITAN LIGHTING CO., LTD.	(2,147)	-	Production and delivery of products required by the parent company in Taiwan.	None
GREATSUPER TECHNOLOGY LIMITED	ZHONGSHAN TONS LIGHTING CO., LTD.	(1,724)	-	Production and delivery of products in mainland China and Taiwan	None
LUMINOUS HOLDING INCORPORATED	SHANGHAI TONS LIGHTOLOGY CO., LTD.	(6,136)	-	For taking orders and making delivery in mainland China.	None
MENTALITY INTERNATIONAL CORPORATION	STRONGLED LIGHTING SYSTEMS (SUZHOU) CO., LTD.	(53,635)	-	Production and delivery of products in mainland China.	None
STRONGLED LIGHTING SYSTEMS (SUZHOU) CO., LTD.	SHANGHAI GRANG CANYON LED LIGHTING SYSTEMS CO., LTD.	(1,191)	-	For taking orders and making delivery in mainland China.	None

7.5.3 Investment Plans for the Coming Year

None.

7.6 Analysis of Risk Management

7.6.1 Effects of Changes in Interest Rates, Foreign Exchange Rates and Inflation on Corporate Finance, and Future Response Measures

A. Interest rate

Unit: NT\$ thousands

Item	2023	03/31/2024
Short-term Loan	86,540	44,080
Long-term Loan	0	0
Interest expense(1)	843	596
Operating Revenue(2)	811,933	236,509
Operating Profit(3)	(2,022)	(38,670)
(1)/(2)	0.10%	0.25%
(1)/(3)	-41.69%	-1.54%

The short-term loans of StrongLED for an amount of NT\$86,540 thousand was with an interest expense of NT\$444 thousand incurred since the Company's merging StrongLED on October 31, 2023, at the same time, an interest income of NT\$2,778 thousand was incurred as well. The interest rate of the time deposits in USD of StrongLED is higher than the interest rate of loans in RMB; therefore, changes in interest rates will not have an adverse impact on profits and losses. Interest expense arose from the adoption of IFRS 16 Leases for lease contracts were 399 thousand NTD

B. Foreign exchange rates

Unit: NT\$ thousands

Item	2023	03/31/2024
Exchange gains (losses) (1)	(7,256)	8,379
Operating Revenue(2)	811,933	236,509
Operating Profit(3)	(2,022)	(38,670)
(1)/(2)	-0.89%	3.54%
(1)/(3)	358.85%	-21.67%

The foreign exchange loss of NT\$7,256 thousand in 2023, of which, the realized exchange benefit was NT\$2,254 thousand, and the unrealized exchange loss was NT\$9,510 thousand. The unrealized exchange loss was mainly due to the merger of StrongLED, which had time deposits and demand deposits for an amount of US\$5,443 thousand. The US dollar exchange rate had experienced a sharp depreciation from NT\$32.425 on the merger base date to NT\$30.705 on the balance sheet date with a loss in valuation for an amount of NT\$9,364 thousand resulted. However, most of the loss in depreciation was reversed on March 31, 2024 as the US dollar exchange rate rebounded to NT\$32.00. As the Company's foreign currency sales accounted for 90% of the total revenue, foreign currency capital allocation and conducting of forward exchange transaction (the recognized gain of forward exchange of 2023 were 1,167 thousand NTD) were adopted to balance most of the impact of exchange rate changes on profits or losses. The Company made a close contact with major banks to control the trend of exchange rate changes and timely adjust foreign currency assets and liabilities based on its future capital requirements.

C. Inflation

According to the data published by Directorate-General of Budget, Accounting and Statistics, Executive Yuan, the annual rate of increase in the consumer price index for March 2024 is 2.14%. With regards to the rising price of raw materials worldwide, the Company not only negotiates the price with suppliers by increasing materials for inventory but also increased the price to customers. The recent gross profit compared with the same period before shows no significant impact on the profit and loss of the Company.

7.6.2 Policies, Main Causes of Gain or Loss and Future Response Measures with Respect to High-risk, High-leveraged Investments, Lending or Endorsement Guarantees, and Derivatives Transactions

A. Policies, Main Causes of Gain or Loss and Future Response Measures with Respect to High-risk, High-leveraged Investments

The Company did not engage in any high-risk or high-leveraged investments.

B. Policies, Main Causes of Gain or Loss and Future Response Measures with Respect to Lending or Endorsement Guarantees, and Derivatives Transactions

The transactions and procedures related to lending and endorsement are

based on the Company’s “Procedures for Lending” and “Procedures for Endorsement Guarantee”. Furthermore, derivative transactions follow the “Procedures for Acquisition and Disposal of Assets”.

a. Lending Funds to Others

There is no lending of funds to others by the Company in the most recent annual period and as of the printing date of this Annual Report.

b. Endorsement/Guarantee

Endorser/Guarantor	Subject of Endorsement/Guarantee	2023		03/31/2024	
		Ending Balance	Amount Used	Ending Balance	Amount Used
HONG BO INVESTMENT CO., LTD.	TONS LIGHTOLOGY INC.	15,800	15,800	15,800	15,800

Hong Bo Investment Co., Ltd. is the joint guarantor of the Company's construction contracts.

c. Derivatives Transactions

The amount (not written-off) of contracts executed by Zhongshan Titan Lighting Co., Ltd. as of December 31, 2023 and March 31, 2024 for forward exchange transaction is 1.8 million USD. Such amount is utilized for working capital in areas at mainland China by fixing the USD-RMB exchange rate. The recognized gain and loss are 1,167 thousand NTD and 668 thousand NTD, respectively.

In addition, the Company does not adopt hedge accounting as the basis for entries due to the relevant transactions by the Company is not consistent to the definitions of hedge accounting.

7.6.3 Future Research & Development Projects and Corresponding Budget

A. Future Research & Development Projects

a. Development of LED Indoor Fixture Products

With broad application of high-efficiency COB LED lighting and the increasing demand for reading quality, the Company will continue to invest in the R&D of recessed lamps and spotlights. In addition to maintaining the appearance and structure of current products, the design concepts of professional lighting will be utilized to expand product values of innovation such as providing clients with comfortable lighting by designing the user-friendly cut-off angle to provide customers with a comfortable lighting

experience.

b. Development of LED Outdoor Fixture Products

The development of outdoor lighting products is with a focus on high-power and high-efficiency wallwasher and spotlight series. The Company provides customers with more test lamp application accessories through the development of family series, focusing on the development of optical lens angle selection, and more secondary angle selection of secondary optical diaphragm. The research and development of high-power lighting products is in line with more outdoor lighting with the requirements of high lighting efficiency taken into account, at the same time, ensures the development of waterproofing, safety, and other performances. The constant power control algorithm provides color consistency and makes it easier to use in architectural scene design. The Company will continue to invest in the research and development of lighting control algorithms and continue to innovate to add more functional parameters to provide many softer product and service combinations.

c. Development of Alternative LED Lighting

By using high-efficiency COB LED, considering the different alternative habits and occasions of users, implementing excellent design capability and sophisticated manufacturing processes, the alternative lighting modules for conventional lighting would be developed. The Company hopes while the aesthetics and quality of lighting will keep on benefiting the public, more cost-effective products will be available for clients for expanding the market of alternative lighting.

d. Development of switchable color temperature/power LED lamps

International market is more cautious about preparing inventory of finished lamps due to the overall economic downturn. In order to adapt to the current market situation, the Company focuses on the development of switchable color temperature/power LED lamps, so that a single product specification can meet the demand for multiple specifications. The said change in specifications allows customers to easily change the color temperature and power specifications of lamps through dial switches locally, allowing a flexible adjustment of the specifications of finished lamps in stock, reducing customers' pressure on preparing sufficient funds for material preparation, and improving the core competitiveness of products.

e. Development of LED Lighting Fixtures in Compliance with Zhaga Standards

To improve the convenience of user experience, the Zhaga Consortium will establish standards for LED module specifications in the future to increase the compatibility of LED lighting products between various manufacturers.

Therefore, the Company will also invest in the development of LED lighting fixtures to be in compliance with Zhaga standards.

f. IoT product development of high/low track system

Smart lighting allows mobile App operation and can be portable through smart switch or on-push button. The sound control command to the smart box or through sensors as well as diversity of methods drive lighting environment to follow the pace of human and bring natural lighting environment indoor to provide the most comfortable living environment.

g. Extension for Various Product Types

In addition to LED products, the Company will continue to improve the diversity of other types of products such as providing fixtures of the same product series which are compatible with conventional lighting, increasing the combination diversity of products, and providing clients with services of “one-time purchase”.

h. Economic Cycle Planning and Implementation

All products and processes are evaluated to replace the raw materials and processing with hazard to the environment, energy consumption and water consumption through non-toxic raw materials, cleaning energy and water-saving process. The recycling channels are well designed to maintain environmental-friendliness on the product supply chain, products and the recycling/recuse method. Under the premise of pursuing ecological effect, the nutrients of the materials are recycled as nutrients for materials while the use of renewable energy and carbon management encourage three principles of diversification and implements the design concept from cradle to cradle.

B. Future Research & Development Corresponding Budget

The Company's R&D expenses for 2022 and 2023 are 39,085 thousand NTD and 48,006 thousand NTD, accounting for 4.28% and 5.91% of the revenue, respectively. The estimated R&D investment in future product development plan is 96,898 thousand NTD.

Item	Research Projects	Completion	Expected Research Expenditure	Expected Completion Schedule	Major Risk Factors
1	Adjustable outdoor in-ground lamp OGA-256R series	Product verification	96,898NT\$ thousands	2024/Q4	The Company has engaged in lighting for 20 years with the integration of key technologies; the Company has engaged in LED lighting for over a decade and manufactures 500 LED commercial lighting products that can satisfy various needs of commercial space. In addition, the Company has set up its own verification lab and the complete quality assurance system to provide quick verification and quality products. In addition, the Company has unique R&D ideas and product map in the LED landscape lighting business, will continue to innovate LED landscape lighting fixtures and optical platforms, and maintains a leading position in the industry always. StrongLED (Suzhou) Co., Ltd. has been recognized as a “High-tech Enterprise” and “Jiangsu Province Foreign-Funded Enterprise R&D Institution” by the Chinese government. The Company values the importance of intellectual property rights with funds budgeted for patent application to secure the R&D results in accordance with the annual R&D plan
2	Stainless steel outdoor in-ground lamp OGA-601R-24V series	Product verification		2024/Q3	
3	Outdoor garden lamp OLG-404R series	Product design		2024/Q4	
4	High-voltage single-circuit track IOT track power supply head series	Product verification		2024/Q4	
5	Economy GU10 spotlight HSP-370E / ceiling light WA-370E	Produced		-	
6	Economical and efficient version of track spotlight SA-1860B series	Product verification		2024/Q2	
7	LIGHT S family: Recessed lamp / ceiling lamp / chandelier series	Product verification		2024/Q2	
8	ModFun modular A ceiling lamp WA-562R series	Product design		2024/Q3	
9	Local recessed light DA-136R series	Product verification		2024/Q4	
10	Stainless steel outdoor floor light OGA-005-24V series	Product verification		2024/Q4	
11	LED colored wallwasher LW 3 & 5 series	Product verification		2024Q2	
12	LED white light wallwasher LW 3, 5, & 7 series	Product verification		2024Q1	
13	LED colored wallwasher LW 7 & 8 series	Product design		2024Q3	
14	LED SA spotlight	Product design		2024Q2	

Item	Research Projects	Completion	Expected Research Expenditure	Expected Completion Schedule	Major Risk Factors
	12, 13, 15, & 17 series				every year in order to have the R&D results converted into the Company's intellectual property rights.
15	LED SA spotlight 22 & 23 series	Product design		2024Q3	
16	LED PM point source 3, 5, & 7 series	Product verification		2024Q2	
17	LED SA spotlight 25 and 27 series	Product design		2024Q4	
18	LED asymmetric wallwasher optical lens	Product design		2024Q2	
19	LED small angle spotlight optical lens	Product design		2024Q3	

Note: More investment in Group R&D expense for 2024 is required.

7.6.4 Effects of and Response to Changes in Policies and Regulations Relating to Corporate Finance and Sales

According to Financial Supervisory Commission's regulations, listed companies at the emerging stock market and TWSE/GTSM listed companies are required to compile the financial statements based on IFRSs starting from January 1, 2013. The Company has set up the cross-department task force, which was approved by the Board of Directors in April 2011, and instituted the countermeasures and expected progress of the adoption of IFRSs and reported the implementation to the Board of Directors on a regular basis. The Company will continuously pay close attention to the impact of the amendments to IFRSs and related supporting laws and regulations on the Company.

In addition, the daily operations of the Company comply with related regulations at home and abroad. The Company shall pay attention to the trend of important policies and changes in laws and regulations at any time in order to fully control the changes in the business environment.

7.6.5 Effects of and Response to Changes in Technology and the Industry Relating to Corporate Finance and Sales

Looking at the trend of lighting development, the most watched products are LED lighting in recent years. Compared with other sources of light, LED has rapidly growing applications, given the continuous improvement in luminous efficiency and the reduction in costs, and is viewed as a new-generation source of light that replaces traditional ones.

The Company has received results in the development of lighting products using the LED light source. Four key technologies, thus light, machinery, electricity, and heat, showed a considerable achievement. The Company installed a set of professional testing equipment and set up a safety certification lab to verify functional requirements for lighting, such as high light, high color rendering, low glare and stability of light source and offer quality products. With the trend of technological innovation and green lighting, the Company's insistence on quality of products allows the Company to obtain the market opportunities and make progress step by step.

The Company has established a complete set of network and computer security protection system for the security risks mitigation to control or maintain the functions of the Company's manufacturing, accounting and other important

business operations. However, such implementation cannot warrant the avoidance of any cyber-attack from any third party. The so-called cyber-attack may be hacking in an illegal approach (such as spam) to have computer virus infect the system which may damage the Company's important confidential files. Moreover, spam may also jam the flow of the Company's server, further decreasing the space and computing efficiency of CPU, server hard drives and end-user hard drives space, and disrupting the operation as well as damaging the goodwill of the Company. The cyber-attack may also be used to illegally extract business secrets, other intellectual property and confidential information such as proprietary information of clients or other stakeholders and personal information of employees.

To prevent severe cyber-attack which may cause losses to the Company, besides appointing external professional computer auditors who examines whether the network and information security precaution measures have significant deficiencies annually, the Company adopts offsite backups for archival documents on a regularly basis, network firewalls and anti-virus software as well as other precaution measures. Meanwhile, the education and training for IT staff have been enhanced. Promotion of cyber information security to employees is held on a random basis. However, such implementation cannot warrant the avoidance of any cyber-attack in the context of ever-changing network security threats.

7.6.6 The Impact of Changes in Corporate Image on Corporate Risk Management, and the Company's Response Measures

The Company has focused on the market operation of lighting since its establishment and has always had a good corporate image. There was no adverse impact of changes in corporate image on the Company.

7.6.7 Expected Benefits from, Risks Relating to and Response to Merger and Acquisition Plans

The Company and StrongLED Lighting Systems (Cayman) Co., Ltd. (stock code: 5281, hereinafter referred to as StrongLED Lighting Systems (Cayman) Co., Ltd.) held the shareholders' meeting on May 25, 2023 to approve the M&A and share swap. Upon completion of the M&A, the Company will continue to be listed on the OTC and StrongLED Lighting Systems (Cayman) Co., Ltd. will be delisted upon completion of the share swap. The share swap ratio is 1.72

common shares of StrongLED Lighting Systems (Cayman) Co., Ltd. for 1 common share of the Company. The base date of the M&A and the share swap is at October 31, 2023.

The Company and StrongLED Lighting Systems (Cayman) Co., Ltd. have both been involved in the lighting industry for many years. The Company has a strong reputation in the European interior lighting foundry market and has established a complete project sales channel in the Taiwan lighting market, while StrongLED Lighting Systems (Cayman) Co., Ltd. has a solid reputation in the outdoor architectural and city lighting market in Mainland China and will continue to sell under the StrongLED brand after the M&A. Through this cooperation, both parties with respective strengths in specialized lighting sub-sectors aim to integrate their sales channels, R&D, production bases and procurement resources to enhance their overall competitive advantages and improve their operational performance.

7.6.8 Expected Benefits from, Risks Relating to and Response to Factory Expansion Plans

Any expansion of the Company's facilities will be subject to careful evaluation by a special task force in accordance with the Company's internal control system.

7.6.9 Risks Relating to and Response to Excessive Concentration of Purchasing Sources and Excessive Customer Concentration

A. Risks Relating to and Response to Excessive Concentration of Purchasing Sources

The suppliers of the Company (a consolidated entity) accounted for up to 8.81% and 5.68% in 2022 and 2023 respectively, both less than 20%. Thus, there was no risk related to excessive concentration of purchasing sources.

B. Risks Relating to and Response to Excessive Customer Concentration

The top customer of the Company accounted for 17.77% and 16.81% of the revenue in 2022 and 2023 respectively. Other customers accounted for less than 10% of the revenue. Thus, there was no risk related to excessive customer concentration. In addition to maintaining a good relationship with existing customers, the Company actively expanded the sales market and developed new customers in order to reduce the risks related to excessive customer concentration.

7.6.10 Effects of, Risks Relating to and Response to Large Share Transfers or Changes in Shareholdings by Directors, or Shareholders with Shareholdings of over 10%

The shareholdings of the Company's directors have been stable during the last few years, and there have been no major transfers or swaps of shares.

7.6.11 Effects of, Risks Relating to and Response to the Changes in Management Rights

None

7.6.12 Litigation or Non-litigation Matters

- A. Major ongoing lawsuits, non-lawsuits or administrative lawsuit: None.
- B. Major ongoing lawsuits, non-lawsuits or administrative lawsuits caused by directors or shareholders with over 10% shareholdings: None.

7.6.13 Other Major Risks

Organization of Risk Management System

Board of Directors: Highest level of risk management policy with responsibilities in the approval, review, and monitoring of corporate risk management policies, thereby to assure risk validity and bear the ultimate responsibility of risk management.

Audit Committee: Monitor the group with the execution of risk management and propose improvement suggestions for risk management policy.

Chairman Office: The Chairman Office is the competent authority responsible for implementing risk assessment.

Affiliated Department: The supervisors of functional departments are responsible for risk management shall analyze and monitor the risks related to the department in charge.

Audit Office: Prepare audit program based on results of risk appraisal and implement auditing, and submit the auditing results and improvement to the Board of Directors to mitigate the overall operational risks.

Department of Financing and Accounting: Mitigate the Company's

financial risk via capital and tax planning and client credit risk management and control mechanism.

Department of Information: Responsible for the security management and maintenance of the information network systems, and implementing the off-site backup mechanism for the Company's crucial information assets to mitigate the impact from operational risks.

Department of Management: Responsible for reviewing various contracts and intellectual property rights applications, and handling legal disputes or litigation to mitigate the legal risks to the Company's operations.

VIII. Special Disclosure

8.1 Summary of Affiliated Companies

Please refer to page 269 of the Chinese annual report.

8.2 Private Placement Securities in the Most Recent Years

None

8.3 Shares in the Company Held or Disposed of by Subsidiaries in the Most Recent Years

None

8.4 Other Matters Required to be Described

According to requirements from the Official Letter No. 1020100348 of Taipei Exchange issued on March 15, 2013, the Company hereby presents the Letter of Commitments and reports the performance status as of Q1 of 2024.

Commitments of Registering for Emerging Stock Market	Performance of Commitments
<p>The Company undertakes to add the following wording “the Company shall not waive the annual capital increase to World Extend Holding Inc. (hereinafter referred to as “Yu-kuan”) in the future, and Yu-kuan shall not waive the annual capital increase to Tons Lighting Co., Ltd. and GreatSuper. Technology Limited (hereinafter referred to as “GS”), GS shall not waive the annual capital increase to Zhongshan Tons Lighting Co., Ltd. and Zhongshan Titan Lighting Co., Ltd. in future years. In the future, the resolution from the Board of Directors of TONS LIGHTOLOGY INC. is required for any waive of the preceding capital increase or treatment due to concerns of strategic alliance or approval by Taipei Exchange.” in the context of “Regulations Governing the Acquisition and Disposal of Assets”. Should there be any amendment to the Regulations, relevant disclosure shall be posted at the website of Mops and submitted to Taipei Exchange for reference.</p>	<p>Amendment to “Regulations Governing the Acquisition and Disposal of Assets” based on commitments of registering for emerging stock market has been ratified at the meeting of the Board of Directors on April 24, 2013 and approved at the resolution to the sixth proposal at the Shareholders’ Meeting on June 10, 2013.</p> <p>The status of performance has been reported in Official Letter of Tons FA No. 0702001 issued on July 2, 2013.</p> <p>The dissolution of Tons Lighting Co., Ltd. was approved by the Taipei Exchange in the Letter Zheng-Gui-Jian-Zi No. 108000688 dated July 5, 2019 and adopted by the Board of Directors through a special resolution on July 26, 2019. Moreover, the resolution and liquidation procedure was completed on December 15, 2020.</p>

8.5 During the most recent annual period and as of the printing date of this Annual Report, upon any occurrence of matters specified in Subparagraph 2 of Paragraph 2 of Article 36 of the Act which would significantly affect the equities or securities prices

None.